

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q

(Mark One)

☒ QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934

For the quarterly period ended September 25, 2024

OR

☐ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934

For the transition period from _____ to _____

Commission file number: 001-36823



SHAKE SHACK INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation or organization)

225 Varick Street

Suite 301

New York, New York

(Address of principal executive offices)

(646) 747-7200

(Registrant's telephone number, including area code)

47-1941186

(IRS Employer
Identification No.)

10014

(Zip Code)

Securities registered pursuant to Section 12(b) of the Act

Title of each class	Trading symbol(s)	Name of each exchange on which registered
Class A Common Stock, par value \$0.001	SHAK	New York Stock Exchange

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule-405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). ☒ Yes ☐ No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large Accelerated Filer	☒	Accelerated filer	☐
Non-accelerated filer	☐	Smaller reporting company	☐
		Emerging growth company	☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). ☐ Yes ☒ No

As of October 23, 2024, there were 40,027,357 shares of Class A common stock outstanding and 2,456,158 shares of Class B common stock outstanding.

SHAKE SHACK INC.

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Cautionary Note Regarding Forward-Looking Information

This Quarterly Report on Form 10-Q ("Form 10-Q") contains forward-looking statements, within the meaning of the Private Securities Litigation Reform Act of 1995 ("PSLRA"), which are subject to known and unknown risks, uncertainties and other important factors that may cause actual results to be materially different from the statements made herein. All statements other than statements of historical fact included in this Form 10-Q are forward-looking statements, including, but not limited to, statements about the Company's growth, strategic plan, and liquidity. Forward-looking statements discuss the Company's current expectations and projections relating to its financial position, results of operations, plans, objectives, future performance and business. You can identify forward-looking statements by the fact that they do not relate strictly to historical or current facts. These statements may include words such as "aim," "anticipate," "believe," "estimate," "expect," "forecast," "future," "intend," "likely," "outlook," "potential," "project," "projection," "plan," "seek," "may," "could," "would," "will," "should," "can," "can have," the negatives thereof and other similar expressions.

All forward-looking statements are expressly qualified in their entirety by these cautionary statements. Some of the factors which could cause results to differ materially from the Company's expectations include the Company's ability to develop and open new Shacks on a timely basis, increased costs or shortages or interruptions in the supply and delivery of products, increased labor costs or shortages, inflationary pressures, the Company's management of its digital capabilities and expansion into delivery, as well as kiosk, drive-thru and multiple format investments, the Company's ability to maintain and grow sales at existing Shacks, and risks relating to the restaurant industry generally, and the impact of any material weakness in the Company's internal controls over financial reporting identified in connection with the restatement described in the Company's Annual Report on Form 10-K filed with the Securities and Exchange Commission (the "SEC") on February 29, 2024 or otherwise. You should evaluate all forward-looking statements made in this Form 10-Q in the context of the risks and uncertainties disclosed in the Company's Annual Report on Form 10-K for the fiscal year ended December 27, 2023 as filed with the SEC.

The forward-looking statements included in this Form 10-Q are made only as of the date hereof. The Company undertakes no obligation to publicly update or revise any forward-looking statement as a result of new information, future events or otherwise, except as otherwise required by law.

PART I – FINANCIAL INFORMATION

Item 1. Financial Statements (Unaudited).

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SHAKE SHACK INC. CONDENSED CONSOLIDATED BALANCE SHEETS (UNAUDITED)

(in thousands, except share and per share amounts)

	September 25 2024	December 27 2023
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 310,865	\$ 224,653
Marketable securities	—	68,561
Accounts receivable, net	16,743	16,847
Inventories	5,146	5,404
Prepaid expenses and other current assets	21,262	18,967
Total current assets	354,016	334,432
Property and equipment, net of accumulated depreciation of \$442,383 and \$376,760, respectively	544,902	530,995
Operating lease assets	419,586	398,296
Deferred income taxes, net	344,479	326,208
Other assets	12,436	15,926
TOTAL ASSETS	\$ 1,675,419	\$ 1,605,857
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Accounts payable	\$ 15,765	\$ 22,273
Accrued expenses	65,822	54,742
Accrued wages and related liabilities	21,961	20,945
Operating lease liabilities, current	55,227	49,004
Other current liabilities	17,058	17,103
Total current liabilities	175,833	164,067
Long-term debt	246,422	245,636
Long-term operating lease liabilities	499,228	464,533
Liabilities under tax receivable agreement, net of current portion	247,824	235,613
Other long-term liabilities	27,057	26,638
Total liabilities	1,196,364	1,136,487
Commitments and contingencies (Note 13)		
Stockholders' equity:		
Preferred stock, no par value—10,000,000 shares authorized; none issued and outstanding as of September 25, 2024 and December 27, 2023.	—	—
Class A common stock, \$0.001 par value—200,000,000 shares authorized; 40,027,089 and 39,474,315 shares issued and outstanding as of September 25, 2024 and December 27, 2023, respectively.	40	39
Class B common stock, \$0.001 par value—35,000,000 shares authorized; 2,456,158 and 2,834,513 shares issued and outstanding as of September 25, 2024 and December 27, 2023, respectively.	2	3
Additional paid-in capital	437,788	426,601
Retained earnings	18,274	16,777
Accumulated other comprehensive loss	(2)	(3)
Total stockholders' equity attributable to Shake Shack Inc.	456,102	443,417
Non-controlling interests	22,953	25,953
Total equity	479,055	469,370
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	\$ 1,675,419	\$ 1,605,857

See accompanying Notes to Condensed Consolidated Financial Statements.

SHAKE SHACK INC.

CONDENSED CONSOLIDATED STATEMENTS OF INCOME (LOSS)

(UNAUDITED)

(in thousands, except per share amounts)

	Thirteen Weeks Ended		Thirty-Nine Weeks Ended	
	September 25 2024	September 27 2023	September 25 2024	September 27 2023
Shack sales	\$ 304,897	\$ 264,980	\$ 890,929	\$ 771,044
Licensing revenue	12,027	11,227	32,995	30,246
TOTAL REVENUE	316,924	276,207	923,924	801,290
Shack-level operating expenses:				
Food and paper costs	86,056	77,180	251,362	224,752
Labor and related expenses	85,523	76,233	253,646	225,655
Other operating expenses	45,564	37,307	131,373	108,352
Occupancy and related expenses	23,608	20,300	69,022	58,684
General and administrative expenses	35,691	30,939	107,948	93,726
Depreciation and amortization expense	25,722	23,130	76,659	66,704
Pre-opening costs	3,662	4,969	10,429	14,103
Impairments, loss on disposal of assets, and Shack closures	29,086	492	30,657	2,098
TOTAL EXPENSES	334,912	270,550	931,096	794,074
INCOME (LOSS) FROM OPERATIONS	(17,988)	5,657	(7,172)	7,216
Other income, net	3,504	3,441	10,010	9,505
Interest expense	(498)	(433)	(1,533)	(1,241)
INCOME (LOSS) BEFORE INCOME TAXES	(14,982)	8,665	1,305	15,480
Income tax expense (benefit)	(3,873)	529	(182)	1,743
NET INCOME (LOSS)	(11,109)	8,136	1,487	13,737
Less: Net income (loss) attributable to non-controlling interests	(898)	509	(10)	696
NET INCOME (LOSS) ATTRIBUTABLE TO SHAKE SHACK INC.	\$ (10,211)	\$ 7,627	\$ 1,497	\$ 13,041
Earnings (Loss) per share of Class A common stock:				
Basic	\$ (0.26)	\$ 0.19	\$ 0.04	\$ 0.33
Diluted	\$ (0.26)	\$ 0.19	\$ 0.03	\$ 0.31
Weighted-average shares of Class A common stock outstanding:				
Basic	40,010	39,460	39,758	39,402
Diluted	40,010	43,978	44,163	43,884

See accompanying Notes to Condensed Consolidated Financial Statements.

SHAKE SHACK INC.
CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)
(UNAUDITED)
(in thousands)

	Thirteen Weeks Ended		Thirty-Nine Weeks Ended	
	September 25 2024	September 27 2023	September 25 2024	September 27 2023
Net income (loss)	\$ (11,109)	\$ 8,136	\$ 1,487	\$ 13,737
Other comprehensive income (loss), net of tax ⁽¹⁾ :				
Change in foreign currency translation adjustment	2	1	1	(3)
OTHER COMPREHENSIVE INCOME (LOSS)	2	1	1	(3)
COMPREHENSIVE INCOME (LOSS)	(11,107)	8,137	1,488	13,734
Less: Comprehensive income (loss) attributable to non-controlling interests	(898)	509	(10)	696
COMPREHENSIVE INCOME (LOSS) ATTRIBUTABLE TO SHAKE SHACK INC.	\$ (10,209)	\$ 7,628	\$ 1,498	\$ 13,038

(1) Net of tax expense of \$0 for the thirteen and thirty-nine weeks ended September 25, 2024 and September 27, 2023.

See accompanying Notes to Condensed Consolidated Financial Statements.

SHAKE SHACK INC.

CONDENSED CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY

(UNAUDITED)

(in thousands, except share amounts)

For the Thirteen Weeks Ended September 25, 2024 and September 27, 2023										
	Class A Common Stock		Class B Common Stock		Additional Paid-In Capital	Retained Earnings (Accumulated Deficit)	Accumulated Other Comprehensive Income (Loss)	Non- Controlling Interest	Total Equity	
	Shares	Amount	Shares	Amount						
BALANCE, JUNE 26, 2024	39,966,973	\$ 40	2,487,936	\$ 2	\$ 433,877	\$ 28,485	\$ (4)	\$ 23,965	\$486,365	
Net loss	—	—	—	—	—	(10,211)	—	(898)	(11,109)	
Other comprehensive income:										
Net change in foreign currency translation adjustment	—	—	—	—	—	—	2	—	2	
Equity-based compensation	—	—	—	—	4,261	—	—	—	4,261	
Activity under stock compensation plans	28,338	—	—	—	(213)	—	—	251	38	
Redemption of LLC Interests	31,778	—	(31,778)	—	302	—	—	(302)	—	
Establishment of liabilities under tax receivable agreement and related changes to deferred tax assets associated with increases in tax basis	—	—	—	—	(439)	—	—	—	(439)	
Distributions paid to non-controlling interest holders	—	—	—	—	—	—	—	(63)	(63)	
BALANCE, SEPTEMBER 25, 2024	40,027,089	\$ 40	2,456,158	\$ 2	\$ 437,788	\$ 18,274	\$ (2)	\$ 22,953	\$479,055	
BALANCE, JUNE 28, 2023	39,449,246	\$ 39	2,844,513	\$ 3	\$ 421,394	\$ 1,927	\$ (4)	\$ 25,088	\$448,447	
Net income	—	—	—	—	—	7,627	—	509	8,136	
Other comprehensive income:										
Net change in foreign currency translation adjustment	—	—	—	—	—	—	1	—	1	
Equity-based compensation	—	—	—	—	3,563	—	—	—	3,563	
Activity under stock compensation plans	7,022	—	—	—	(469)	—	—	197	(272)	
Redemption of LLC Interests	10,000	—	(10,000)	—	71	—	—	(71)	—	
Establishment of liabilities under tax receivable agreement and related changes to deferred tax assets associated with increases in tax basis	—	—	—	—	(710)	—	—	—	(710)	
Distributions paid to non-controlling interest holders	—	—	—	—	—	—	—	(79)	(79)	
BALANCE, SEPTEMBER 27, 2023	39,466,268	\$ 39	2,834,513	\$ 3	\$ 423,849	\$ 9,554	\$ (3)	\$ 25,644	\$459,086	

For the Thirty-Nine Weeks Ended September 25, 2024 and September 27, 2023

	Class A Common Stock		Class B Common Stock		Additional Paid-In Capital	Retained Earnings (Accumulated Deficit)	Accumulated Other Comprehensive Income (Loss)	Non- Controlling Interest	Total Equity
	Shares	Amount	Shares	Amount					
BALANCE, DECEMBER 27, 2023	39,474,315	\$ 39	2,834,513	\$ 3	\$ 426,601	\$ 16,777	\$ (3)	\$ 25,953	\$469,370
Net income (loss)	—	—	—	—	—	1,497	—	(10)	1,487
Other comprehensive income:									
Net change in foreign currency translation adjustment	—	—	—	—	—	—	1	—	1
Equity-based compensation	—	—	—	—	11,819	—	—	—	11,819
Activity under stock compensation plans	174,419	1	—	—	(6,110)	—	—	758	(5,351)
Redemption of LLC Interests	378,355	—	(378,355)	(1)	3,541	—	—	(3,540)	—
Establishment of liabilities under tax receivable agreement and related changes to deferred tax assets associated with increases in tax basis	—	—	—	—	1,937	—	—	—	1,937
Distributions paid to non-controlling interest holders	—	—	—	—	—	—	—	(208)	(208)
BALANCE, SEPTEMBER 25, 2024	40,027,089	\$ 40	2,456,158	\$ 2	\$ 437,788	\$ 18,274	\$ (2)	\$ 22,953	\$479,055
BALANCE, DECEMBER 28, 2022	39,284,998	\$ 39	2,869,513	\$ 3	\$ 415,649	\$ (3,487)	\$ —	\$ 24,632	\$436,836
Net income	—	—	—	—	—	13,041	—	696	13,737
Other comprehensive loss:									
Net change in foreign currency translation adjustment	—	—	—	—	—	—	(3)	—	(3)
Equity-based compensation	—	—	—	—	11,438	—	—	—	11,438
Activity under stock compensation plans	146,270	—	—	—	(3,023)	—	—	712	(2,311)
Redemption of LLC Interests	35,000	—	(35,000)	—	265	—	—	(265)	—
Establishment of liabilities under tax receivable agreement and related changes to deferred tax assets associated with increases in tax basis	—	—	—	—	(480)	—	—	—	(480)
Distributions paid to non-controlling interest holders	—	—	—	—	—	—	—	(131)	(131)
BALANCE, SEPTEMBER 27, 2023	39,466,268	\$ 39	2,834,513	\$ 3	\$ 423,849	\$ 9,554	\$ (3)	\$ 25,644	\$459,086

See accompanying Notes to Condensed Consolidated Financial Statements.

SHAKE SHACK INC.
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(UNAUDITED)
(in thousands)

	Thirty-Nine Weeks Ended	
	September 25 2024	September 27 2023
OPERATING ACTIVITIES		
Net income (including amounts attributable to non-controlling interests)	\$ 1,487	\$ 13,737
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization expense	76,659	66,704
Amortization of debt issuance costs	786	786
Amortization of cloud computing assets	1,577	1,320
Non-cash operating lease cost	57,484	49,775
Equity-based compensation	11,539	11,220
Deferred income taxes	(4,122)	7,092
Non-cash interest	(123)	94
Gain on sale of equity securities	—	(81)
Net amortization of discount on held-to-maturity securities	(440)	(939)
Impairments, loss on disposal of assets, and Shack closures	28,703	2,098
Changes in operating assets and liabilities:		
Accounts receivable	104	(12)
Inventories	258	(424)
Prepaid expenses and other current assets	(3,781)	(3,056)
Other assets	(2,489)	(4,750)
Accounts payable	(3,907)	(5,064)
Accrued expenses	10,123	(6,424)
Accrued wages and related liabilities	1,016	555
Other current liabilities	(1,385)	(2,757)
Operating lease liabilities	(49,159)	(41,725)
Other long-term liabilities	1,742	2,442
NET CASH PROVIDED BY OPERATING ACTIVITIES	126,072	90,591
INVESTING ACTIVITIES		
Purchases of property and equipment	(100,801)	(113,033)
Purchases of held-to-maturity securities	—	(94,019)
Maturities of held-to-maturity marketable securities	69,420	—
Purchases of equity securities	—	(690)
Sales of equity securities	—	81,478
NET CASH USED IN INVESTING ACTIVITIES	(31,381)	(126,264)
FINANCING ACTIVITIES		
Payments on principal of finance leases	(2,921)	(2,383)
Distributions paid to non-controlling interest holders	(208)	(131)
Net proceeds from stock option exercises	795	631
Employee withholding taxes related to net settled equity awards	(6,146)	(2,942)
NET CASH USED IN FINANCING ACTIVITIES	(8,480)	(4,825)
Effect of exchange rate changes on cash and cash equivalents	1	(3)
INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	86,212	(40,501)
CASH AND CASH EQUIVALENTS AT BEGINNING OF PERIOD	224,653	230,521
CASH AND CASH EQUIVALENTS AT END OF PERIOD	\$ 310,865	\$ 190,020

See accompanying Notes to Condensed Consolidated Financial Statements.

SHAKE SHACK INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(in thousands, except share and per share amounts)

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NOTE 1: NATURE OF OPERATIONS

Shake Shack Inc. was formed on September 23, 2014 as a Delaware corporation for the purpose of facilitating an initial public offering and other related transactions in order to carry on the business of SSE Holdings, LLC and its subsidiaries ("SSE Holdings"). Shake Shack Inc. is the sole managing member of SSE Holdings and, as sole managing member, the Company operates and controls all of the business and affairs of SSE Holdings. As a result, the Company consolidates the financial results of SSE Holdings and reports a non-controlling interest representing the economic interest in SSE Holdings held by the other members of SSE Holdings. As of September 25, 2024 the Company owned 94.2% of SSE Holdings. Unless the context otherwise requires, "we," "us," "our," "Shake Shack," the "Company" and other similar references, refer to Shake Shack Inc. and, unless otherwise stated, all of its subsidiaries, including SSE Holdings.

The Company operates and licenses Shake Shack restaurants ("Shacks"), which serve burgers, chicken, hot dogs, crinkle cut fries, shakes, frozen custard, beer, wine and more. As of September 25, 2024, there were 552 Shacks in operation system-wide, of which 310 were Company-operated Shacks and 242 were licensed Shacks.

NOTE 2: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

The accompanying unaudited Condensed Consolidated Financial Statements include the accounts of Shake Shack Inc. and its subsidiaries. All intercompany accounts and transactions have been eliminated in consolidation. These interim Condensed Consolidated Financial Statements have been prepared in accordance with accounting principles generally accepted in the United States of America ("GAAP") and on a basis consistent in all material respects with the accounting policies described in its Annual Report on Form 10-K for the fiscal year ended December 27, 2023 ("2023 Form 10-K"). Certain information and footnote disclosures normally presented in annual financial statements prepared in accordance with GAAP have been condensed or omitted pursuant to the rules and regulations of the Securities and Exchange Commission. These interim Condensed Consolidated Financial Statements should be read in conjunction with the consolidated financial statements and related notes thereto included in its 2023 Form 10-K. In the Company's opinion, all adjustments, which are normal and recurring in nature, necessary for a fair presentation of the financial position and results of operation have been included. Operating results for interim periods are not necessarily indicative of the results that may be expected for a full fiscal year.

SSE Holdings is considered a variable interest entity. Shake Shack Inc. is the primary beneficiary as the Company has the majority economic interest in SSE Holdings and, as the sole managing member, has decision making authority that significantly affects the economic performance of the entity, while the limited partners have no substantive kick-out or participating rights. As a result, the Company consolidates SSE Holdings. The assets and liabilities of SSE Holdings represent substantially all of the Company's consolidated assets and liabilities with the exception of certain deferred taxes and liabilities under the Tax Receivable Agreement. As of September 25, 2024 and December 27, 2023, the net assets of SSE Holdings were \$398,182 and \$388,250, respectively. The assets of SSE Holdings are subject to certain restrictions in SSE Holdings' revolving credit agreement.

Fiscal Year

The Company operates on a 52/53 week fiscal year ending on the last Wednesday of December. Fiscal 2024 contains 52 weeks and ends on December 25, 2024. Fiscal 2023 contained 52 weeks and ended on December 27, 2023. Unless otherwise stated, references to years in this report relate to fiscal years.

Use of Estimates

The preparation of these Condensed Consolidated Financial Statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of sales and expenses during the reporting period. Actual results could differ from those estimates.

Recently Issued Accounting Pronouncements

The Company reviewed all recently issued accounting pronouncements and concluded that they were not applicable or not expected to have a significant impact on its Condensed Consolidated Financial Statements.

NOTE 3: REVENUE

Revenue Recognition

Shack Sales

Revenue from Shack sales is recognized when payment is tendered at the point of sale, net of discounts as the performance obligation has been satisfied at that time. Sales tax collected from guests is excluded from Shack sales and the obligation is included in Other current liabilities on the Condensed Consolidated Balance Sheets until the taxes are remitted to the appropriate taxing authorities.

Delivery services are fulfilled by third-party delivery partners whether ordered through the Shack app, website (collectively, "Company-owned platforms") or through third-party delivery platforms. Revenue from orders through Company-owned platforms includes delivery fees and is recognized when the delivery partner transfers the order to the guest as the Company controls the delivery. For these sales, the Company receives payment directly from the guest at the time of sale. Revenue from orders through third-party delivery platforms is recognized when the order is transferred to the third-party delivery partner and excludes delivery fees collected by the delivery partner as the Company does not control the delivery. The Company receives payment from the delivery partner subsequent to the transfer of the order and the payment terms are short-term in nature. For all delivery sales, the Company is considered the principal and recognizes revenue on a gross basis.

The Company sells gift cards which do not have expiration dates. Revenue from gift cards is recognized when gift cards are redeemed by the guest or, in the event a gift card is not expected to be redeemed, in proportion to actual redemptions of gift cards ("gift card breakage"). The gift card breakage rate is determined from historical gift card redemption patterns. Gift card breakage income for the thirteen weeks ended September 25, 2024 and September 27, 2023 was \$73 and \$60, respectively. Gift card breakage income for the thirty-nine weeks ended September 25, 2024 and September 27, 2023 was \$317 and \$238, respectively. Gift card breakage income is included in Shack sales on the Condensed Consolidated Statements of Income (Loss).

Licensing Revenue

Licensing revenue includes initial territory fees, Shack opening fees and ongoing sales-based royalty fees from licensed Shacks. Generally, the licenses granted to develop, open and operate each Shack in a specified territory are the predominant good or service transferred to the licensee and represent distinct performance obligations. Ancillary promised services, such as training and assistance during the initial opening of a Shack, are typically combined with the license and considered one performance obligation per Shack.

The Company determines the transaction price for each contract, which requires judgement as the transaction price is comprised of the initial territory fee and an estimate of the total Shack opening fees based on the estimated number of Shacks the Company expects the licensee to open. The transaction price is then allocated equally to each Shack expected to open. The performance obligation is satisfied over time, starting when a Shack opens through the end of the license term for the related Shack, therefore revenue is recognized on a straight-line basis over the license term.

Generally, payment for the initial territory fee is received upon execution of the license agreement and payment for the Shack opening fees is received either in advance of or upon opening the related Shack. These payments are initially deferred and recognized in revenue as the performance obligations are satisfied. Revenue from sales-based royalties is recognized as the related sales occur.

Revenue disaggregated by type was as follows:

	Thirteen Weeks Ended		Thirty-Nine Weeks Ended	
	September 25 2024	September 27 2023	September 25 2024	September 27 2023
Shack sales	\$ 304,897	\$ 264,980	\$ 890,929	\$ 771,044
Licensing revenue:				
Sales-based royalties	11,567	10,898	31,824	29,388
Initial territory and opening fees	460	329	1,171	858
Total revenue	\$ 316,924	\$ 276,207	\$ 923,924	\$ 801,290

The aggregate amount of the transaction price allocated to performance obligations that were unsatisfied or partially unsatisfied as of September 25, 2024 was \$22,518. The Company expects to recognize this amount as revenue over a long-term period, as the license term for each Shack ranges from five to twenty years. This amount excludes any variable consideration related to sales-based royalties.

Contract Balances

Contract liabilities and receivables from contracts with customers were as follows:

	September 25 2024	December 27 2023
Shack sales receivables	\$ 8,465	\$ 9,884
Licensing receivables, net of allowance for doubtful accounts	5,748	4,610
Gift card liability	1,937	2,603
Deferred revenue, current	1,330	1,192
Deferred revenue, long-term	16,605	17,157

Revenue recognized that was included in the respective liability balances at the beginning of the period was as follows:

	Thirteen Weeks Ended		Thirty-Nine Weeks Ended	
	September 25 2024	September 27 2023	September 25 2024	September 27 2023
Gift card liability	\$ 109	\$ 83	\$ 696	\$ 560
Deferred revenue	445	311	1,147	829

NOTE 4: FAIR VALUE MEASUREMENTS

Assets and Liabilities Measured at Fair Value on a Recurring Basis

The carrying values of the Company's Cash and cash equivalents, Accounts receivable, net, Accounts payable and Accrued expenses approximate fair value due to the short-term nature of these financial instruments.

The Company's marketable securities were as follows:

	September 25 2024	December 27 2023
Held-to-maturity securities	\$ —	\$ 68,561

The Company classified its held-to-maturity securities as Level 1 within the fair value hierarchy. Refer to Note 6, Debt, for additional information relating to the fair value of the Company's outstanding debt instruments.

A summary of other income (expense) from marketable securities was as follows:

	Thirteen Weeks Ended		Thirty-Nine Weeks Ended	
	September 25 2024	September 27 2023	September 25 2024	September 27 2023
Income from marketable securities	\$ 15	\$ 1,225	\$ 640	\$ 1,846
Realized gain on sale of equity securities	—	—	—	81
Total	\$ 15	\$ 1,225	\$ 640	\$ 1,927

Assets and Liabilities Measured at Fair Value on a Non-Recurring Basis

Assets and liabilities measured at fair value on a non-recurring basis include long-lived assets, operating lease right-of-use assets and indefinite-lived intangible assets. The Company performs its impairment analysis at least annually or whenever events or circumstances indicate that the carrying amount of an asset may not be recoverable. There were no impairment charges recognized during the thirteen and thirty-nine weeks ended September 27, 2023.

On August 27, 2024, the Company determined to close and executed the closure of nine underperforming Company-operated Shacks in California, Ohio and Texas as these Shacks were not projected to provide acceptable returns in the foreseeable future, in part due to changes in the trade area and the negative impact on other Shacks within their proximity by cannibalizing sales. The total expenses related to the identified Shack closures were \$28,157 for the thirteen and thirty-nine weeks ended September 25, 2024, of which \$26,394 was impairment expense, related to right-of-use assets, and property, plant and equipment, and \$1,763 was miscellaneous Shack closure expense. The fair values of assets were determined using an income-based approach and are classified as Level 3 within the fair value hierarchy. Significant inputs include projections of future cash flows, discount rates, Shack sales, profitability, and sublease income.

Subsequent to the balance sheet date, the Company continues working with the landlords to negotiate lease terminations for the nine Shack closures.

NOTE 5: SUPPLEMENTAL BALANCE SHEET INFORMATION

The components of Prepaid expenses and other current assets were as follows:

	September 25 2024	December 27 2023
Prepaid expenses	\$ 9,252	\$ 5,641
Tenant allowance receivables	11,070	12,136
Other	940	1,190
Prepaid expenses and other current assets	\$ 21,262	\$ 18,967

The components of Other current liabilities were as follows:

	September 25 2024	December 27 2023
Sales tax payable	\$ 5,971	\$ 6,076
Current portion of financing equipment lease liabilities	3,878	3,435
Gift card liability	1,937	2,603
Other	5,272	4,989
Other current liabilities	\$ 17,058	\$ 17,103

NOTE 6: DEBT

Convertible Notes

The Company's \$250,000 aggregate principal amount of 0% Convertible Senior Notes due 2028 ("Convertible Notes") will mature on March 1, 2028, unless earlier converted, redeemed or repurchased in certain circumstances. Upon conversion, the Company pays or delivers, as the case may be, cash, shares of Class A common stock or a combination of cash and shares of Class A common stock, at the Company's election.

The Convertible Notes are convertible at the option of the holders at any time prior to the close of business on the business day immediately preceding December 1, 2027, only under the following circumstances: (1) during any fiscal quarter commencing after the fiscal quarter ending on June 30, 2021 (and only during such fiscal quarter), if the last reported sale price of the Company's Class A common stock, par value \$0.001 per share, for at least 20 trading days (whether or not consecutive) during a period of 30 consecutive trading days ending on, and including, the last trading day of the immediately preceding fiscal quarter is greater than or equal to 130% of the conversion price for the Convertible Notes on each applicable trading day; (2) during the five business day period after any ten consecutive trading day period (the "measurement period") in which the trading price (as defined in the Indenture) per one thousand dollar principal amount of the Convertible Notes for each trading day of the measurement period was less than 98% of the product of the last reported sale price of Class A common stock and the conversion rate for the Convertible Notes on each such trading day; (3) if the Company calls such Convertible Notes for redemption, at any time prior to the close of business on the scheduled trading day immediately preceding the redemption date, but only with respect to the Convertible Notes called (or deemed called) for redemption; and (4) upon the occurrence of specified corporate events as set forth in the Indenture. On or after December 1, 2027, until the close of business on the second scheduled trading day immediately preceding the maturity date, holders of the Convertible Notes may convert all or any portion of their Convertible Notes at any time, regardless of the foregoing circumstances.

The Convertible Notes had an initial conversion rate of 5.8679 shares of Class A common stock per one thousand dollar principal amount of Convertible Notes, which is equivalent to an initial conversion price of approximately \$170.42 per share of Class A common stock. The fair value of the Convertible Notes was approximately \$234,820 and \$205,000, respectively, as of September 25, 2024 and December 27, 2023, based on external pricing data, including available quoted market prices of these instruments, and consideration of comparable debt instruments with similar interest rates and trading frequency, among other factors, and is classified as a Level 2 measurement within the fair value hierarchy.

	Classification	Thirteen Weeks Ended		Thirty-Nine Weeks Ended	
		September 25 2024	September 27 2023	September 25 2024	September 27 2023
Amortization expense on Convertible Notes	Interest expense	\$ 262	\$ 262	\$ 786	\$ 786
				September 25 2024	December 27 2023
Convertible Notes				\$ 250,000	\$ 250,000
Discount and debt issuance costs, net of amortization				(3,578)	(4,364)
Long-term debt				\$ 246,422	\$ 245,636

Revolving Credit Facility

The Company maintains a revolving credit facility agreement ("Revolving Credit Facility") which permits borrowings up to \$50,000 with the ability to increase available borrowings up to an additional \$100,000, subject to satisfaction of certain conditions. The Revolving Credit Facility has a maturity date of March 5, 2026.

In June 2023, the Company entered into the fourth amendment to the Revolving Credit Facility ("Fourth Amendment"), which, among other things, modified the benchmark interest rate to either: (i) the base rate plus applicable margin ranging from 0.0% to 1.5% or (ii) the Secured Overnight Financing Rate ("SOFR") plus applicable margin ranging from 1.0% to 2.5%, in each case

dependent upon the net lease adjusted leverage ratio. As of September 25, 2024 and December 27, 2023, no amounts were outstanding under the Revolving Credit Facility.

The obligations under the Revolving Credit Facility are secured by a first-priority security interest in substantially all of the assets of SSE Holdings and the guarantors. The obligations under the Revolving Credit Facility are guaranteed by each of SSE Holdings' direct and indirect subsidiaries, with certain exceptions. The Revolving Credit Facility requires the Company to comply with maximum net lease adjusted leverage and minimum fixed charge coverage ratios, as well as other customary affirmative and negative covenants. As of September 25, 2024, the Company was in compliance with all covenants.

The Revolving Credit Facility also permits the issuance of letters of credit upon our request of up to \$15,000. As of September 25, 2024 and December 27, 2023, the Company had outstanding letters of credit of \$3,894 and \$3,147, respectively, in connection with the Revolving Credit Facility.

		Thirteen Weeks Ended		Thirty-Nine Weeks Ended	
Classification		September 25 2024	September 27 2023	September 25 2024	September 27 2023
Interest expense on Revolving Credit Facility	Interest expense	\$ 17	\$ 14	\$ 51	\$ 60

		September 25 2024	December 27 2023
Classification			
Unamortized deferred financing costs on Revolving Credit Facility	Other assets	\$ 28	\$ 42

NOTE 7: LEASES

Nature of Leases

Shake Shack currently leases all of its Company-operated Shacks, the home office and certain equipment under various non-cancelable lease agreements that expire on various dates through 2045. The Company evaluates contracts entered into to determine whether the contract involves the use of property or equipment, which is either explicitly or implicitly identified in the contract. The Company evaluates whether it controls the use of the asset, which is determined by assessing whether substantially all economic benefit from the use of the asset is obtained, and whether the Company has the right to direct the use of the asset. If these criteria are met, the Company has identified a lease within the contract, and therefore a right of use asset and lease liability are recorded on the Condensed Consolidated Balance Sheets. Upon possession of a leased asset, the Company determines whether the lease is an operating or finance lease. All of the Company's real estate leases are classified as operating leases and most equipment leases are classified as finance leases.

Generally, real estate leases have initial terms ranging from 10 to 15 years and typically include two five-year renewal options. Renewal options are generally not recognized as part of the right-of-use assets and lease liabilities as it is not reasonably certain at commencement date that the Company would exercise the renewal options. Real estate leases typically contain fixed minimum rent payments and/or contingent rent payments which are based upon sales in excess of specified thresholds. When the achievement of such sales thresholds are deemed to be probable, contingent rent is accrued in proportion to the sales recognized during the period.

For operating leases, fixed lease payments are recognized as operating lease costs on a straight-line basis over the lease term on the Condensed Consolidated Statements of Income (Loss) in the following line items. Lease expense incurred before a Shack opens is recorded in Pre-opening costs. Once a Company-operated Shack opens, the straight-line lease expense and contingent rent, if applicable, are recorded in Occupancy and related expenses. Many of these leases also require the Company to pay real estate taxes, common area maintenance costs and other occupancy costs which are included in Occupancy and related expenses. Finance leases are recognized in depreciation expense on a straight-line basis over the remaining lease term, along with recognition of interest expense associated with accretion of the lease liability.

For both operating and finance leases that contain lease and non-lease components, the components are combined and accounted for as a single lease component. Variable lease costs for both operating and finance leases, if any, are recognized as incurred. Leases with a term of 12 months or less are deemed short-term and are not recognized on the Condensed Consolidated Balance Sheets. Fixed lease payments for short-term leases are recognized on a straight-line basis over the lease term.

The Company calculates operating lease assets and lease liabilities as the present value of fixed lease payments over the reasonably certain lease term beginning at the commencement date. The Company uses its incremental borrowing rate ("IBR") in determining the present value of future lease payments as there are no explicit rates provided in the leases. The IBR used to measure the lease liability is derived from the average of the yield curves obtained from using the notching method and the recovery rate method. The most significant assumption in calculating the IBR is the Company's credit rating and is subject to judgment. The credit rating used to develop the IBR is determined by utilizing the credit ratings of other public companies with similar financial information as SSE Holdings.

The Company expends cash for leasehold improvements to build out and equip leased properties. Generally, a portion of the leasehold improvements and building costs are reimbursed by the landlords through landlord incentives pursuant to agreed-upon terms in the lease agreements. Landlord incentives usually take the form of cash, full or partial credits against future minimum or contingent rents otherwise payable by the Company, or a combination thereof. In most cases, landlord incentives are received after the Company takes possession of the property and as milestones are met during the construction of the property. The Company includes these amounts in the measurement of the initial operating lease liability, and lease asset.

A summary of operating and finance right-of-use assets and lease liabilities were as follows:

		September 25 2024		December 27 2023	
	Classification				
Operating leases	Operating lease assets	\$	419,586	\$	398,296
Finance leases	Property and equipment, net		12,038		11,801
Total right-of-use assets		\$	431,624	\$	410,097
Operating leases:					
	Operating lease liabilities, current	\$	55,227	\$	49,004
	Long-term operating lease liabilities		499,228		464,533
Finance leases:					
	Other current liabilities		3,878		3,435
	Other long-term liabilities		8,676		8,721
Total lease liabilities		\$	567,009	\$	525,693

The components of lease expense were as follows:

		Thirteen Weeks Ended		Thirty-Nine Weeks Ended	
	Classification	September 25 2024	September 27 2023	September 25 2024	September 27 2023
Operating lease cost	Occupancy and related expenses Pre-opening costs General and administrative expenses	\$ 19,829	\$ 17,177	\$ 57,484	\$ 49,775
Finance lease cost:					
Amortization of right-of-use assets	Depreciation and amortization expense	1,051	936	3,094	2,376
Interest on lease liabilities	Interest expense	191	163	578	305
Variable lease cost	Occupancy and related expenses Pre-opening costs General and administrative expenses	5,355	4,488	16,084	12,940
Short-term lease cost	Occupancy and related expenses	213	206	619	719
Total lease cost		\$ 26,639	\$ 22,970	\$ 77,859	\$ 66,115

As of September 25, 2024, future minimum lease payments for operating and finance leases consisted of the following:

	Operating Leases	Finance Leases
2024 ⁽¹⁾	\$ 11,498	\$ 1,189
2025	86,337	4,393
2026	90,086	3,652
2027	85,184	2,930
2028	80,863	1,586
Thereafter	363,001	247
Total minimum payments	716,969	13,997
Less: imputed interest	173,584	1,443
Total lease liabilities	\$ 543,385	\$ 12,554

(1) Operating leases are net of certain tenant allowance receivables that were reclassified to Other current assets as of September 25, 2024.

As of September 25, 2024, the Company had additional operating lease commitments of \$140,515 for non-cancelable leases without a possession date, which commence in 2024 or later. The terms of these lease commitments are materially consistent with leases recognized on the Condensed Consolidated Balance Sheets.

A summary of lease terms and discount rates for operating and finance leases were as follows:

	September 25 2024	December 27 2023
Weighted average remaining lease term (years):		
Operating leases	8.8	8.9
Finance leases	4.5	4.7
Weighted average discount rate:		
Operating leases	6.2 %	6.2 %
Finance leases	5.7 %	5.6 %

Supplemental cash flow information related to leases was as follows:

	Thirty-Nine Weeks Ended	
	September 25 2024	September 27 2023
Cash paid for amounts included in the measurement of lease liabilities:		
Operating cash flows from operating leases	\$ 61,208	\$ 52,913
Operating cash flows from finance leases	578	305
Financing cash flows from finance leases	2,921	2,383
Right-of-use assets obtained in exchange for lease obligations:		
Operating leases	67,115	60,560
Finance leases	3,610	7,379

NOTE 8: NON-CONTROLLING INTERESTS

Shake Shack is the primary beneficiary and sole managing member of SSE Holdings and, as a result, consolidates the financial results of SSE Holdings. The Company reports a non-controlling interest representing the economic interest held by the other members of SSE Holdings. The Third Amended and Restated Limited Liability Company Agreement, as further amended, (the "LLC Agreement") of SSE Holdings provides that holders of SSE Holdings, LLC membership interests ("LLC Interests") may,

from time to time, require SSE Holdings to redeem all or a portion of their LLC Interests for newly-issued shares of Class A common stock on a one-for-one basis. In connection with any redemption or exchange, the Company will receive a corresponding number of LLC Interests, increasing the total ownership interest in SSE Holdings. Changes in the ownership interest in SSE Holdings while the Company retains its controlling interest in SSE Holdings will be accounted for as equity transactions. As such, future redemptions or direct exchanges of LLC Interests in SSE Holdings by the other members of SSE Holdings will result in a change in ownership and reduce the amount recorded as non-controlling interest and increase additional paid-in capital.

The following table summarizes the ownership interest in SSE Holdings:

	September 25, 2024		December 27, 2023	
	LLC Interests	Ownership %	LLC Interests	Ownership %
Number of LLC Interests held by Shake Shack Inc.	40,027,089	94.2 %	39,474,315	93.3 %
Number of LLC Interests held by non-controlling interest holders	2,456,158	5.8 %	2,834,513	6.7 %
Total LLC Interests outstanding	42,483,247	100.0 %	42,308,828	100.0 %

The weighted average ownership percentages for the applicable reporting periods are used to attribute Net income (loss) and Other comprehensive income (loss) to the non-controlling interest holders and were as follows:

	Thirteen Weeks Ended		Thirty-Nine Weeks Ended	
	September 25 2024	September 27 2023	September 25 2024	September 27 2023
Non-controlling interest holders' weighted average ownership percentages	5.8 %	6.7 %	6.3 %	6.7 %

The following table summarizes the effects of changes in ownership of SSE Holdings on the Company's equity:

	Thirteen Weeks Ended		Thirty-Nine Weeks Ended	
	September 25 2024	September 27 2023	September 25 2024	September 27 2023
Net income (loss) attributable to Shake Shack Inc.	\$ (10,211)	\$ 7,627	\$ 1,497	\$ 13,041
Other comprehensive income (loss):				
Unrealized holding gain (loss) on foreign currency translation adjustment	2	1	1	(3)
Transfers (to) from non-controlling interests:				
Increase in additional paid-in capital as a result of the redemption of LLC Interests	302	71	3,541	265
Decrease in additional paid-in capital as a result of activity under stock compensation plan	(213)	(469)	(6,110)	(3,023)
Total effect of changes in ownership interest on equity (loss) attributable to Shake Shack Inc.	\$ (10,120)	\$ 7,230	\$ (1,071)	\$ 10,280

The following table summarizes the LLC Interests activity:

	Thirteen Weeks Ended		Thirty-Nine Weeks Ended	
	September 25 2024	September 27 2023	September 25 2024	September 27 2023
LLC Interests activity under the Company's stock compensation plan				
Number of LLC Interests received by Shake Shack Inc.	28,338	7,022	174,419	146,270
Redemption and acquisition of LLC Interests				
Number of LLC Interests redeemed by non-controlling interest holders	31,778	10,000	378,355	35,000
Number of LLC Interests received by Shake Shack Inc.	31,778	10,000	378,355	35,000
Issuance of Class A common stock				
Shares of Class A common stock issued in connection with redemptions of LLC Interests	31,778	10,000	378,355	35,000
Cancellation of Class B common stock				
Shares of Class B common stock surrendered and canceled	31,778	10,000	378,355	35,000

NOTE 9: EQUITY-BASED COMPENSATION

A summary of equity-based compensation expense by award type was as follows:

	Thirteen Weeks Ended		Thirty-Nine Weeks Ended	
	September 25 2024	September 27 2023	September 25 2024	September 27 2023
Performance stock units	\$ 990	\$ 391	\$ 1,268	\$ 2,450
Restricted stock units	3,169	3,095	10,272	8,770
Equity-based compensation expense	\$ 4,159	\$ 3,486	\$ 11,540	\$ 11,220
Total income tax benefit recognized related to equity-based compensation	\$ 102	\$ 105	\$ 319	\$ 305

Equity-based compensation expense recognized was as follows:

	Thirteen Weeks Ended		Thirty-Nine Weeks Ended	
	September 25 2024	September 27 2023	September 25 2024	September 27 2023
General and administrative expenses	\$ 3,726	\$ 3,163	\$ 10,359	\$ 10,254
Labor and related expenses	433	323	1,181	966
Equity-based compensation expense	\$ 4,159	\$ 3,486	\$ 11,540	\$ 11,220

NOTE 10: INCOME TAXES

Shake Shack is the sole managing member of SSE Holdings and, as a result, consolidates the financial results of SSE Holdings. SSE Holdings is treated as a partnership for U.S. federal and most applicable state and local income tax purposes. As a partnership, SSE Holdings is not subject to U.S. federal and certain state and local income taxes. Any taxable income or loss generated by SSE Holdings is passed through to and included in the taxable income or loss of its members, including the Company, on a pro rata basis. The Company is subject to U.S. federal income taxes, in addition to state and local income taxes with respect to its allocable share of any taxable income or loss of SSE Holdings, as well as any stand-alone income or loss generated by Shake Shack Inc. The Company is also subject to withholding taxes in foreign jurisdictions.

Effective Income Tax Rates

The following table presents the Company's effective income tax rates:

	Thirteen Weeks Ended		Thirty-Nine Weeks Ended	
	September 25 2024	September 27 2023	September 25 2024	September 27 2023
Effective income tax rates	25.9 %	6.1 %	(13.9)%	11.3 %

The increase in the effective income tax rate for the thirteen weeks ended September 25, 2024 was primarily driven by a decline in pre-tax income and consistent non-deductible expenses, which together contributed to the higher effective rate.

The decrease in the effective income tax rate for the thirty-nine weeks ended September 25, 2024 was primarily driven by a decline in pre-tax income and higher tax credits applied against our estimated income tax liability, leading to a year-to-date tax benefit.

The Company's weighted average ownership interest in SSE Holdings was as follows:

	Thirteen Weeks Ended		Thirty-Nine Weeks Ended	
	September 25 2024	September 27 2023	September 25 2024	September 27 2023
Shake Shack's weighted average ownership percentages	94.2 %	93.3 %	93.7 %	93.3 %

Deferred Tax Assets and Liabilities

The Company acquires LLC Interests in connection with the redemption of LLC Interests and activity relating to its stock compensation plan and recognizes deferred tax assets associated with the basis difference in its investment in SSE Holdings upon acquisition of these LLC Interests.

The following table summarizes the LLC Interests acquired by the Company:

	Thirteen Weeks Ended		Thirty-Nine Weeks Ended	
	September 25 2024	September 27 2023	September 25 2024	September 27 2023
LLC Interests activity under the Company's stock compensation plan	28,338	7,022	174,419	146,270
LLC Interests activity from redemptions of LLC Interests	31,778	10,000	378,355	35,000
Total LLC Interests acquired by the Company	60,116	17,022	552,774	181,270

Deferred tax assets related to the basis difference in the Company's investment in SSE Holdings were as follows:

	Thirteen Weeks Ended		Thirty-Nine Weeks Ended	
	September 25 2024	September 27 2023	September 25 2024	September 27 2023
Deferred tax assets recognized upon acquisition of LLC Interests	\$ 284	\$ (525)	\$ 10,861	\$ 48
			September 25 2024	December 27 2023
Total deferred tax assets related to the acquisition of LLC Interests			\$ 108,324	\$ 90,419

The Company also recognizes deferred tax assets related to additional tax basis increases generated from expected future payments under the Tax Receivable Agreement and related deductions for imputed interest on such payments. Refer to "Tax Receivable Agreement," herein for additional information.

	Thirteen Weeks Ended		Thirty-Nine Weeks Ended	
	September 25 2024	September 27 2023	September 25 2024	September 27 2023
Deferred tax assets recognized under the Tax Receivable Agreement	\$ 225	\$ 71	\$ 3,288	\$ 200

The Company evaluates the realizability of its deferred tax assets on a quarterly basis and establishes valuation allowances when it is more likely than not that all or a portion of a deferred tax asset may not be realized. As of September 25, 2024, the Company concluded, based on the weight of all available positive and negative evidence, that all of its deferred tax assets (except for those deferred tax assets relating to certain state tax credits and net operating losses) are more likely than not to be realized. As such, no additional valuation allowance was recognized.

Tax Receivable Agreement

On February 4, 2015, the Company entered into a tax receivable agreement with certain of the then-existing members of SSE Holdings (the "Tax Receivable Agreement") that provides for the payment by the Company of 85% of the amount of any tax benefits that are actually realized, or in some cases are deemed to realize, as a result of (i) increases in the Company's share of the tax basis in the net assets of SSE Holdings resulting from any redemptions or exchanges of LLC Interests, (ii) tax basis increases attributable to payments made under the Tax Receivable Agreement, and (iii) deductions attributable to imputed interest pursuant to the Tax Receivable Agreement (the "TRA Payments"). The Company expects to benefit from the remaining 15% of any tax benefits that may actually realize. The TRA Payments are not conditioned upon any continued ownership interest in SSE Holdings or the Company. The rights of each member of SSE Holdings that is a party to the Tax Receivable Agreement, are assignable to transferees of their respective LLC Interests.

Pursuant to the Company's election under Section 754 of the Internal Revenue Code (the "Code"), the Company expects to obtain an increase in its share of the tax basis in the net assets of SSE Holdings when LLC Interests are redeemed or exchanged by the other members of SSE Holdings. The Company plans to make an election under Section 754 of the Code for each taxable year in which a redemption or exchange of LLC Interest occurs. The Company intends to treat any redemptions and exchanges of LLC Interests as direct purchases of LLC Interests for U.S. federal income tax purposes. These increases in tax basis may reduce the amounts that would otherwise be paid in the future to various tax authorities. They may also decrease gains (or increase losses) on future dispositions of certain capital assets to the extent tax basis is allocated to those capital assets.

Amounts payable under the Tax Receivable Agreement are contingent upon, among other things, (i) generation of future taxable income over the term of the Tax Receivable Agreement and (ii) future changes in tax laws. There were no transactions subject to the Tax Receivable Agreement for which the Company did not recognize the related liability, as the Company concluded that it would have sufficient future taxable income to utilize all of the related tax benefits generated by all transactions that occurred during the thirty-nine weeks ended September 25, 2024 and September 27, 2023.

A summary of obligations under the Tax Receivable Agreement were as follows:

	Thirteen Weeks Ended		Thirty-Nine Weeks Ended	
	September 25 2024	September 27 2023	September 25 2024	September 27 2023
Additional liabilities recognized under the Tax Receivable Agreement	\$ 946	\$ 253	\$ 12,211	\$ 721
	September 25 2024	December 27 2023		
Total obligations under the Tax Receivable Agreement	\$ 247,824	\$ 235,613		

During the thirty-nine weeks ended September 25, 2024 and September 27, 2023, inclusive of interest, no payments were made to the parties to the Tax Receivable Agreement.

NOTE 11: EARNINGS (LOSS) PER SHARE

Basic earnings (loss) per share of Class A common stock is computed by dividing Net income (loss) attributable to Shake Shack Inc. by the weighted average number of shares of Class A common stock outstanding during the period. Diluted earnings (loss) per share of Class A common stock is computed by dividing Net income (loss) attributable to Shake Shack Inc. by the weighted average number of shares of Class A common stock outstanding, adjusted to give effect to potentially dilutive securities.

The following table sets forth reconciliations of the numerators and denominators used to compute basic and diluted earnings (loss) per share of Class A common stock (in thousands, except per share amounts):

	Thirteen Weeks Ended		Thirty-Nine Weeks Ended	
	September 25 2024	September 27 2023	September 25 2024	September 27 2023
Numerator:				
Net income (loss) attributable to Shake Shack Inc.—basic	\$ (10,211)	\$ 7,627	\$ 1,497	\$ 13,041
Reallocation of net income (loss) attributable to non-controlling interests from the assumed conversion of Class B shares	—	509	(10)	696
Net income (loss) attributable to Shake Shack Inc.—diluted	\$ (10,211)	\$ 8,136	\$ 1,487	\$ 13,737
Denominator:				
Weighted average shares of Class A common stock outstanding—basic	40,010	39,460	39,758	39,402
Effect of dilutive securities:				
Stock options	—	74	62	77
Performance stock units	—	11	47	11
Restricted stock units	—	129	166	82
Convertible Notes	—	1,467	1,467	1,467
Shares of Class B common stock	—	2,837	2,663	2,845
Weighted average shares of Class A common stock outstanding—diluted	40,010	43,978	44,163	43,884
Earnings (loss) per share of Class A common stock—basic	\$ (0.26)	\$ 0.19	\$ 0.04	\$ 0.33
Earnings (loss) per share of Class A common stock—diluted	\$ (0.26)	\$ 0.19	\$ 0.03	\$ 0.31

The effect of potential share settlement of the Convertible Notes outstanding for the period is included as potentially dilutive shares of Class A common stock under application of the if-converted method in the computation of diluted earnings (loss) per share, except when the effect would be anti-dilutive. Refer to Note 6, Debt, for additional information.

Shares of Class B common stock do not share in the earnings or losses of Shake Shack and are therefore not participating securities. As such, separate presentation of basic and diluted earnings (loss) per share of Class B common stock under the two-class method has not been presented. However, shares of Class B common stock outstanding for the period are considered potentially dilutive shares of Class A common stock under application of the if-converted method and are included in the computation of diluted earnings (loss) per share, except when the effect would be anti-dilutive.

The following table presents potentially dilutive securities excluded from the computations of diluted earnings (loss) per share of Class A common stock:

	Thirteen Weeks Ended		Thirty-Nine Weeks Ended	
	September 25 2024	September 27 2023	September 25 2024	September 27 2023
Stock options	52,050 (2)	—	—	—
Performance stock units	86,313 (2)	100,898 (1)	85,440 (1)	100,898 (1)
Restricted stock units	139,742 (2)	—	—	—
Shares of Class B common stock	2,465,936 (2)	—	—	—
Convertible notes	1,466,975 (2)	—	—	—

(1) Number of securities outstanding at the end of the period that were excluded from the computation of diluted earnings (loss) per share of Class A common stock because the performance conditions associated with these awards were not met assuming the end of the reporting period was the end of the performance period.

(2) Number of securities outstanding at the end of the period that were excluded from the computation of diluted earnings (loss) per share of Class A common stock because the effect would have been anti-dilutive.

NOTE 12: SUPPLEMENTAL CASH FLOW INFORMATION

The following table sets forth supplemental cash flow information:

	Thirty-Nine Weeks Ended	
	September 25 2024	September 27 2023
Cash paid for:		
Income taxes, net of refunds	\$ 5,508	\$ 3,147
Interest, net of amounts capitalized	724	343
Non-cash investing activities:		
Accrued purchases of property and equipment	23,493	30,096
Capitalized equity-based compensation	165	147
Non-cash financing activities:		
Establishment of liabilities under Tax Receivable Agreement	12,211	721

NOTE 13: COMMITMENTS AND CONTINGENCIES

Lease Commitments

The Company is obligated under various operating leases for Shacks and the home office space, expiring in various years through 2045. Under certain of these leases, the Company is liable for contingent rent based on a percentage of sales in excess of specified thresholds and typically responsible for its proportionate share of real estate taxes, common area maintenance costs and other occupancy costs. Refer to Note 7, Leases, for additional information.

Certain leases require the Company to obtain letters of credit. As of September 25, 2024, the Company held three letters of credit, one for \$402, which expires in August 2024 and renews automatically for one-year periods through January 2034, one for \$163, which expires in December 2024 and renews automatically for one-year periods through December 2029 and one for \$130 which expires in February 2026.

Purchase Commitments

Purchase obligations include legally binding contracts, including commitments for the purchase, construction or remodeling of real estate and facilities, firm minimum commitments for inventory purchases, equipment purchases, marketing-related contracts, software acquisition/license commitments and service contracts. These obligations are generally short-term in nature and are recorded as liabilities when the related goods are received or services rendered. The Company also enters into long-term, exclusive contracts with certain vendors to supply food, beverages and paper goods, obligating the Company to purchase specified quantities.

Legal Contingencies

The Company is subject to various legal proceedings, claims and liabilities, involving employees and guests alike, which arise in the ordinary course of business and are generally covered by insurance. As of September 25, 2024, the amount of the ultimate liability with respect to these matters was not material.

Liabilities under Tax Receivable Agreement

The Company is a party to the Tax Receivable Agreement under which it is contractually committed to pay certain of the members of SSE Holdings 85% of the amount of any tax benefits that are actually realized, or in some cases are deemed to realize, as a result of certain transactions. The Company is not obligated to make any payments under the Tax Receivable Agreement until the tax benefits associated with the transactions that gave rise to the payments are realized. Refer to Note 10, Income Taxes, for additional information relating to the Tax Receivable Agreement.

NOTE 14: RELATED PARTY TRANSACTIONS

Union Square Hospitality Group

The Chairman of the Board of Directors serves as the Executive Chairman of Union Square Hospitality Group, LLC. As a result, Union Square Hospitality Group, LLC and its subsidiary, set forth below, are considered related parties.

Hudson Yards Sports and Entertainment

In fiscal 2011, Shake Shack entered into a Master License Agreement (as amended, "MLA") with Hudson Yards Sports and Entertainment LLC ("HYSE") to operate Shake Shack branded limited menu concession stands in sports and entertainment venues within the United States. In February 2019, the agreement was assigned to Hudson Yards Catering ("HYC"), the parent of HYSE. The agreement expires in January 2027 and includes five consecutive five-year renewal options at HYC's option. As consideration for these rights, HYC pays the Company a license fee based on a percentage of net food sales, as defined in the MLA. HYC also pays a percentage of profits on sales of branded beverages, as defined in the MLA.

		Thirteen Weeks Ended		Thirty-Nine Weeks Ended	
	Classification	September 25 2024	September 27 2023	September 25 2024	September 27 2023
Amounts received from HYC	Licensing revenue	\$ 313	\$ 419	\$ 555	\$ 728

	Classification	September 25 2024	December 27 2023
Amounts due from HYC	Accounts receivable, net	\$ 289	\$ 57

Madison Square Park Conservancy

The Chairman of the Board of Directors serves as a director of the Madison Square Park Conservancy ("MSP Conservancy"), with which Shake Shack has a license agreement and pays license fees to operate the Madison Square Park Shack. No payments were due to MSP Conservancy during the thirty-nine weeks ended September 25, 2024 and September 27, 2023.

		Thirteen Weeks Ended		Thirty-Nine Weeks Ended	
	Classification	September 25 2024	September 27 2023	September 25 2024	September 27 2023
Amounts paid to MSP Conservancy	Occupancy and related expenses	\$ 249	\$ 224	\$ 707	\$ 672

Olo, Inc.

The Chairman of the Board of Directors serves as a director of Olo, Inc., a platform the Company uses in connection with its mobile ordering application.

		Thirteen Weeks Ended		Thirty-Nine Weeks Ended	
	Classification	September 25 2024	September 27 2023	September 25 2024	September 27 2023
Amounts paid to Olo, Inc.	Other operating expenses	\$ 301	\$ 156	\$ 615	\$ 423

	Classification	September 25 2024	December 27 2023
Amounts due to Olo, Inc.	Accounts payable Accrued expenses	\$ 227	\$ 116

Tax Receivable Agreement

The Company entered into a Tax Receivable Agreement that provides for the payment by the Company of 85% of the amount of any tax benefits that are actually realized, or in some cases are deemed to realize, as a result of certain transactions. Refer to Note 10, Income Taxes, for additional information. No payments were made to the members of SSE Holdings pursuant to the Tax Receivable Agreement during the thirty-nine weeks ended September 25, 2024 and September 27, 2023.

	Classification	September 25 2024	December 27 2023
Amounts due under the Tax Receivable Agreement	Other current liabilities Liabilities under Tax Receivable Agreement, net of current portion	\$ 247,824	\$ 235,613

Distributions to Members of SSE Holdings

Under the terms of the SSE Holdings LLC Agreement, SSE Holdings is obligated to make tax distributions to its members. No tax distributions were payable to non-controlling interest holders as of September 25, 2024 and December 27, 2023, respectively.

Classification		Thirteen Weeks Ended		Thirty-Nine Weeks Ended	
		September 25 2024	September 27 2023	September 25 2024	September 27 2023
Amounts paid to non-controlling interest holders	Non-controlling interests	\$ 63	\$ 79	\$ 208	\$ 131

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations.

This section and other parts of this Quarterly Report on Form 10-Q ("Form 10-Q") contain forward-looking statements, within the meaning of the Private Securities Litigation Reform Act of 1995 ("PSLRA"), which are subject to known and unknown risks, uncertainties and other important factors that may cause actual results to be materially different from the statements made herein. All statements other than statements of historical fact are forward-looking statements including, but not limited to, statements about the Company's growth, strategic plan, and liquidity. Forward-looking statements discuss our current expectations and projections relating to our financial position, results of operations, plans, objectives, future performance and business. You can identify forward-looking statements by the fact that they do not relate strictly to historical or current facts. These statements may include words such as "aim," "anticipate," "believe," "estimate," "expect," "forecast," "future," "intend," "likely," "outlook," "potential," "project," "projection," "plan," "seek," "may," "could," "would," "will," "should," "can," "can have," the negatives thereof and other similar expressions.

All forward-looking statements are expressly qualified in their entirety by these cautionary statements. You should evaluate all forward-looking statements made in this Form 10-Q in the context of the risks and uncertainties disclosed in our Annual Report on Form 10-K for the fiscal year ended December 27, 2023 ("2023 Form 10-K").

The forward-looking statements included in this Form 10-Q are made only as of the date hereof. We undertake no obligation to publicly update any forward-looking statement as a result of new information, future events or otherwise, except as otherwise required by law. If we do update one or more forward-looking statements, no inference should be made that we will make additional updates with respect to those or other forward-looking statements.

The following discussion should be read in conjunction with our 2023 Form 10-K and the Condensed Consolidated Financial Statements and notes thereto included in Part I, Item 1 of this Form 10-Q. All information presented herein is based on our fiscal calendar. Unless otherwise stated, references to particular years, quarters, months or periods refer to our fiscal years and the associated quarters, months and periods of those fiscal years.

OVERVIEW

Shake Shack serves modern, fun and elevated versions of American classics using only premium ingredients. We are known for our made-to-order 100% Angus beef burgers, crispy chicken, hand-spun milkshakes, house-made lemonades, beer, wine, and more. With our fine-dining roots and a commitment to crafting uplifting experiences, Shake Shack has become a cult-brand and created a new category, fine-casual.

Our mission is to *Stand For Something Good* in all aspects of our business, including the talented team we hire and train, the premium ingredients making up our menu, our community engagement and the design of our Shacks. *Stand For Something Good* is a call to action for all of our stakeholders — our team, guests, communities, suppliers and investors — and we actively invite them all to share in this philosophy with us. This commitment drives our integration into the local communities in which we operate and fosters a deep and lasting connection with our guests.

The following definitions apply to these terms as used herein:

"Average weekly sales" is calculated by dividing total Shack sales by the number of operating weeks for all Shacks in operation during the period. For Shacks that are not open for the entire period, fractional adjustments are made to the number of operating weeks open such that it corresponds to the period of associated sales.

"Same-Shack sales" represents Shack sales for the comparable Shack base, which is defined as the number of Company-operated Shacks open for 24 full fiscal months or longer. For consecutive days that Shacks were temporarily closed, the comparative period was also adjusted.

"System-wide sales" is an operating measure and consists of sales from Company-operated Shacks and licensed Shacks. The Company does not recognize the sales from licensed Shacks as revenue. Of these amounts, revenue is limited to licensing revenue based on a percentage of sales from licensed Shacks, as well as certain up-front fees, such as territory fees and opening fees.

Key Operating Metrics

Same-Shack sales for the thirteen weeks ended September 25, 2024 increased 4.4% compared to the same period last year, driven by a 4.1% increase in price mix and a 0.3% increase in guest traffic. Same-Shack sales for the thirty-nine weeks ended September 25, 2024 increased 3.4% compared to the same period last year, driven by a 4.2% increase in price mix partially offset by a 0.8% decline in guest traffic. For the purpose of calculating same-Shack sales for the thirteen and thirty-nine weeks ended September 25, 2024, Shack sales for 227 Shacks were included in the comparable Shack base.

Average weekly sales were \$76,000 for the thirteen weeks ended September 25, 2024, compared to \$74,000 for the same period last year, primarily driven by higher menu prices, partially offset by menu mix. Average weekly sales were \$75,000 for the thirty-nine weeks ended September 25, 2024, which was flat compared to the same period last year, primarily driven by higher menu prices, partially offset by a decline in guest traffic and menu mix.

System-wide sales for the thirteen weeks ended September 25, 2024 increased 12.8% to \$495.1 million compared to the same period last year. System-wide sales for the thirty-nine weeks ended September 25, 2024 increased 12.9% to \$1,422.1 million compared to the same period last year.

Digital sales for the thirteen weeks ended September 25, 2024 increased 25.4% to \$104.3 million compared to the same period last year. Digital sales for the thirty-nine weeks ended September 25, 2024 increased 20.4% to \$312.6 million compared to the same period last year. Digital sales includes orders placed on the Shake Shack app, website and third-party delivery platforms, which represented 34.2% and 35.1%, respectively, of Shack sales during the thirteen and thirty-nine weeks ended September 25, 2024.

Development Highlights

During the thirteen weeks ended September 25, 2024, we opened eight new Company-operated Shacks and nine new licensed Shacks. There were nine permanent Company-operated Shack closures and three permanent licensed Shack closures in the third quarter of 2024.

The following table presents the Shacks opened during the thirteen weeks ended September 25, 2024:

Location	Type	Opening Date
Bangkok, Thailand — Mega Bangna	Licensed	7/6/2024
Rochester, NY — Henrietta	Company-operated	7/8/2024
Guadalajara, Mexico — Guadalajara Airport - Landside	Licensed	7/12/2024
Warwick, RI — Warwick	Company-operated	7/15/2024
St. Louis, MO — St. Louis Lambert International Airport	Licensed	7/15/2024
Torrance, CA — Torrance	Company-operated	8/14/2024
Monterrey, Mexico — Plaza Cumbres	Licensed	8/28/2024
Rishon Lezion, Israel — G City Complex	Licensed	8/28/2024
Middletown Township, NJ — Middletown	Company-operated	9/3/2024
Sloatsburg, NY — Sloatsburg Travel Plaza	Licensed	9/10/2024
Seoul, South Korea — Gimpo Airport	Licensed	9/10/2024
Jackson Heights, NY — Jackson Heights	Company-operated	9/12/2024
Daegu, South Korea — Daegu Shinsegae Mall	Licensed	9/13/2024
Jacksonville, FL — St. John's Town Center	Company-operated	9/17/2024
Shanghai, China — Yu Garden	Licensed	9/22/2024
Port Chester, NY — Port Chester	Company-operated	9/24/2024
New York, NY — Columbus Circle	Company-operated	9/25/2024

As of September 25, 2024, there were 552 Shacks in operation system-wide, of which 310 were Company-operated Shacks and 242 were licensed Shacks.

RESULTS OF OPERATIONS

The following table summarizes our results of operations for the thirteen and thirty-nine weeks ended September 25, 2024 and September 27, 2023:

	Thirteen Weeks Ended				Thirty-Nine Weeks Ended							
	September 25 2024		September 27 2023		September 25 2024		September 27 2023					
<i>(dollar amounts in thousands)</i>												
Shack sales	\$	304,897	96.2 %	\$	264,980	95.9 %	\$	890,929	96.4 %	\$	771,044	96.2 %
Licensing revenue		12,027	3.8 %		11,227	4.1 %		32,995	3.6 %		30,246	3.8 %
TOTAL REVENUE		316,924	100.0 %		276,207	100.0 %		923,924	100.0 %		801,290	100.0 %
Shack-level operating expenses ⁽¹⁾ :												
Food and paper costs		86,056	28.2 %		77,180	29.1 %		251,362	28.2 %		224,752	29.1 %
Labor and related expenses		85,523	28.0 %		76,233	28.8 %		253,646	28.5 %		225,655	29.3 %
Other operating expenses		45,564	14.9 %		37,307	14.1 %		131,373	14.7 %		108,352	14.1 %
Occupancy and related expenses		23,608	7.7 %		20,300	7.7 %		69,022	7.7 %		58,684	7.6 %
General and administrative expenses		35,691	11.3 %		30,939	11.2 %		107,948	11.7 %		93,726	11.7 %
Depreciation and amortization expense		25,722	8.1 %		23,130	8.4 %		76,659	8.3 %		66,704	8.3 %
Pre-opening costs		3,662	1.2 %		4,969	1.8 %		10,429	1.1 %		14,103	1.8 %
Impairments, loss on disposal of assets, and Shack closures		29,086	9.2 %		492	0.2 %		30,657	3.3 %		2,098	0.3 %
TOTAL EXPENSES		334,912	105.7 %		270,550	98.0 %		931,096	100.8 %		794,074	99.1 %
INCOME (LOSS) FROM OPERATIONS		(17,988)	(5.7)%		5,657	2.0 %		(7,172)	(0.8)%		7,216	0.9 %
Other income, net		3,504	1.1 %		3,441	1.2 %		10,010	1.1 %		9,505	1.2 %
Interest expense		(498)	(0.2)%		(433)	(0.2)%		(1,533)	(0.2)%		(1,241)	(0.2)%
INCOME (LOSS) BEFORE INCOME TAXES		(14,982)	(4.7)%		8,665	3.1 %		1,305	0.1 %		15,480	1.9 %
Income tax expense (benefit)		(3,873)	(1.2)%		529	0.2 %		(182)	— %		1,743	0.2 %
NET INCOME (LOSS)		(11,109)	(3.5)%		8,136	2.9 %		1,487	0.2 %		13,737	1.7 %
Less: Net income (loss) attributable to non-controlling interests		(898)	(0.3)%		509	0.2 %		(10)	— %		696	0.1 %
NET INCOME (LOSS) ATTRIBUTABLE TO SHAKE SHACK INC.	\$	(10,211)	(3.2)%	\$	7,627	2.8 %	\$	1,497	0.2 %	\$	13,041	1.6 %

(1) As a percentage of Shack sales.

Shack Sales

Shack sales represent the aggregate sales of food, beverages and Shake Shack branded merchandise at our Company-operated Shacks and gift card breakage income. Shack sales in any period are directly influenced by the number of operating weeks in such period and the total number of open Shacks.

	Thirteen Weeks Ended		Thirty-Nine Weeks Ended	
	September 25 2024	September 27 2023	September 25 2024	September 27 2023
<i>(dollar amounts in thousands)</i>				
Shack sales	\$ 304,897	\$ 264,980	\$ 890,929	\$ 771,044
Percentage of Total revenue	96.2 %	95.9 %	96.4 %	96.2 %
Dollar change compared to prior year	\$ 39,917		\$ 119,885	
Percentage change compared to prior year	15.1 %		15.5 %	

Shack sales for the thirteen weeks ended September 25, 2024 increased 15.1% to \$304.9 million versus the same period last year. The increase was primarily due to the opening of 39 new Company-operated Shacks between September 27, 2023 and

September 25, 2024, which contributed \$31.8 million, as well as increased menu prices, which contributed \$16.4 million, partially offset by menu mix and a decline in urban traffic.

Shack sales for the thirty-nine weeks ended September 25, 2024 increased 15.5% to \$890.9 million versus the same period last year. The increase was primarily due to the opening of 39 new Company-operated Shacks between September 27, 2023 and September 25, 2024, which contributed \$72.0 million, as well as increased menu prices, which contributed \$47.0 million.

Licensing Revenue

Licensing revenue is comprised of license fees and opening fees and territory fees for certain licensed Shacks. License fees are calculated as a percentage of sales and territory fees are payments for the exclusive right to develop Shacks in a specific geographic area.

	Thirteen Weeks Ended		Thirty-Nine Weeks Ended	
	September 25 2024	September 27 2023	September 25 2024	September 27 2023
<i>(dollar amounts in thousands)</i>				
Licensing revenue	\$ 12,027	\$ 11,227	\$ 32,995	\$ 30,246
Percentage of Total revenue	3.8 %	4.1 %	3.6 %	3.8 %
Dollar change compared to prior year	\$ 800		\$ 2,749	
Percentage change compared to prior year	7.1 %		9.1 %	

Licensing revenue for the thirteen weeks ended September 25, 2024 increased 7.1% to \$12.0 million versus the same period last year. Licensing revenue for the thirty-nine weeks ended September 25, 2024 increased 9.1% to \$33.0 million versus the same period last year. The increases for the thirteen and thirty-nine weeks ended September 25, 2024 were primarily due to the opening of 27 net new licensed Shacks between September 27, 2023 and September 25, 2024, which contributed \$1.0 million and \$1.9 million, respectively, as well as higher sales at existing domestic licensed Shacks.

Food and Paper Costs

Food and paper costs include the direct costs associated with food, beverage and packaging of our menu items. The components of Food and paper costs are variable by nature, change with sales volume, impacted by menu mix, channel mix and fluctuations in commodity costs, as well as geographic scale and proximity.

	Thirteen Weeks Ended		Thirty-Nine Weeks Ended	
	September 25 2024	September 27 2023	September 25 2024	September 27 2023
<i>(dollar amounts in thousands)</i>				
Food and paper costs	\$ 86,056	\$ 77,180	\$ 251,362	\$ 224,752
Percentage of Shack sales	28.2 %	29.1 %	28.2 %	29.1 %
Dollar change compared to prior year	\$ 8,876		\$ 26,610	
Percentage change compared to prior year	11.5 %		11.8 %	

Food and paper costs for the thirteen weeks ended September 25, 2024 increased 11.5% to \$86.1 million versus the same period last year. Food and paper costs for the thirty-nine weeks ended September 25, 2024 increased 11.8% to \$251.4 million versus the same period last year. The increases for the thirteen and thirty-nine weeks ended September 25, 2024 were primarily due to the opening of 39 new Company-operated Shacks between September 27, 2023 and September 25, 2024, which contributed approximately \$9.3 million and \$21.2 million, respectively.

As a percentage of Shack sales, the decreases in Food and paper costs for the thirteen and thirty-nine weeks ended September 25, 2024 were primarily driven by increased menu prices partially offset by increases in marketing promotions and certain commodity costs, mainly beef and fries.

Labor and Related Expenses

Labor and related expenses include Company-operated Shack-level hourly and management wages, bonuses, payroll taxes, equity-based compensation, workers' compensation expense and medical benefits. As we expect with other variable expense items, labor costs should grow as our Shack sales grow. Factors that influence labor costs include minimum wage and payroll tax legislation, health care costs, size and location of the Shack and the performance of our Company-operated Shacks.

	Thirteen Weeks Ended		Thirty-Nine Weeks Ended	
	September 25 2024	September 27 2023	September 25 2024	September 27 2023
<i>(dollar amounts in thousands)</i>				
Labor and related expenses	\$ 85,523	\$ 76,233	\$ 253,646	\$ 225,655
Percentage of Shack sales	28.0 %	28.8 %	28.5 %	29.3 %
Dollar change compared to prior year	\$ 9,290		\$ 27,991	
Percentage change compared to prior year	12.2 %		12.4 %	

Labor and related expenses for the thirteen weeks ended September 25, 2024 increased 12.2% to \$85.5 million versus the same period last year. Labor and related expenses for the thirty-nine weeks ended September 25, 2024 increased 12.4% to \$253.6 million versus the same period last year. The increases for the thirteen and thirty-nine weeks ended September 25, 2024 were primarily due to the opening of 39 new Company-operated Shacks between September 27, 2023 and September 25, 2024, which contributed \$9.9 million and \$23.2 million.

As a percentage of Shack sales, the decreases in Labor and related expenses for the thirteen and thirty-nine weeks ended September 25, 2024 were primarily due to labor efficiencies and sales leverage partially offset by increased wages and incremental expenses from the opening of 39 new Company-operated Shacks between September 27, 2023 and September 25, 2024.

Other Operating Expenses

Other operating expenses consist of delivery commissions, Shack-level marketing expenses, repairs and maintenance, utilities and other operating expenses incidental to operating our Company-operated Shacks, such as non-perishable supplies, credit card fees and property insurance.

	Thirteen Weeks Ended		Thirty-Nine Weeks Ended	
	September 25 2024	September 27 2023	September 25 2024	September 27 2023
<i>(dollar amounts in thousands)</i>				
Other operating expenses	\$ 45,564	\$ 37,307	\$ 131,373	\$ 108,352
Percentage of Shack sales	14.9 %	14.1 %	14.7 %	14.1 %
Dollar change compared to prior year	\$ 8,257		\$ 23,021	
Percentage change compared to prior year	22.1 %		21.2 %	

Other operating expenses for the thirteen weeks ended September 25, 2024 increased 22.1% to \$45.6 million versus the same period last year. Other operating expenses for the thirty-nine weeks ended September 25, 2024 increased 21.2% to \$131.4 million versus the same period last year. The increases for the thirteen and thirty-nine weeks ended September 25, 2024 were primarily driven by increased transaction costs associated with higher sales, and higher facilities costs, mainly repair and maintenance and utilities as well as increased marketing spend.

As a percentage of Shack sales, the increases in Other operating expenses for the thirteen and thirty-nine weeks ended September 25, 2024 were primarily due to increases in delivery commissions associated with higher delivery sales and increases in marketing spend.

Occupancy and Related Expenses

Occupancy and related expenses consist of Shack-level occupancy expenses (including rent, common area expenses and certain local taxes), and exclude occupancy expenses associated with unopened Shacks, which are recorded separately in Pre-opening costs.

	Thirteen Weeks Ended		Thirty-Nine Weeks Ended	
	September 25 2024	September 27 2023	September 25 2024	September 27 2023
<i>(dollar amounts in thousands)</i>				
Occupancy and related expenses	\$ 23,608	\$ 20,300	\$ 69,022	\$ 58,684
Percentage of Shack sales	7.7 %	7.7 %	7.7 %	7.6 %
Dollar change compared to prior year	\$ 3,308		\$ 10,338	
Percentage change compared to prior year	16.3 %		17.6 %	

Occupancy and related expenses for the thirteen weeks ended September 25, 2024 increased 16.3% to \$23.6 million versus the same period last year. Occupancy and related expenses for the thirty-nine weeks ended September 25, 2024 increased 17.6% to \$69.0 million versus the same period last year. The increases for the thirteen and thirty-nine weeks ended September 25, 2024 were primarily due to the opening of 39 new Company-operated Shacks between September 27, 2023 and September 25, 2024.

As a percentage of Shack sales, Occupancy and related expenses was flat for the thirteen weeks ended September 25, 2024 primarily driven by higher base rent offset by sales leverage. As a percentage of Shack sales, the increase in Occupancy and related expenses for the thirty-nine weeks ended September 25, 2024 was primarily due to higher base rent and occupancy taxes.

General and Administrative Expenses

General and administrative expenses consist of costs associated with corporate and administrative functions that support Shack development and operations, as well as equity-based compensation expense.

	Thirteen Weeks Ended		Thirty-Nine Weeks Ended	
	September 25 2024	September 27 2023	September 25 2024	September 27 2023
<i>(dollar amounts in thousands)</i>				
General and administrative expenses	\$ 35,691	\$ 30,939	\$ 107,948	\$ 93,726
Percentage of Total revenue	11.3 %	11.2 %	11.7 %	11.7 %
Dollar change compared to prior year	\$ 4,752		\$ 14,222	
Percentage change compared to prior year	15.4 %		15.2 %	

General and administrative expenses for the thirteen weeks ended September 25, 2024 increased 15.4% to \$35.7 million versus the same period last year. The increase was primarily due to increases in wages and other team costs to support our Shack growth, increased investments in marketing as well as professional fees related to non-recurring matters.

General and administrative expenses for the thirty-nine weeks ended September 25, 2024 increased 15.2% to \$107.9 million versus the same period last year. The increase was primarily due to the aforementioned items as well as costs related to the prior restatement of prior periods included in the fiscal 2023 Form 10-K.

As a percentage of Total revenue, the increase in General and administrative expenses for the thirteen weeks ended September 25, 2024 was primarily due to the aforementioned items partially offset by sales leverage. As a percentage of Total revenue, General and administrative expenses was flat for the thirty-nine weeks ended September 25, 2024 primarily due to sales leverage partially offset by the aforementioned items.

Depreciation and Amortization Expense

Depreciation and amortization expense primarily consists of the depreciation of fixed assets, including leasehold improvements and equipment.

	Thirteen Weeks Ended		Thirty-Nine Weeks Ended	
	September 25 2024	September 27 2023	September 25 2024	September 27 2023
<i>(dollar amounts in thousands)</i>				
Depreciation and amortization expense	\$ 25,722	\$ 23,130	\$ 76,659	\$ 66,704
Percentage of Total revenue	8.1 %	8.4 %	8.3 %	8.3 %
Dollar change compared to prior year	\$ 2,592		\$ 9,955	
Percentage change compared to prior year	11.2 %		14.9 %	

Depreciation and amortization expense for the thirteen weeks ended September 25, 2024 increased 11.2% to \$25.7 million versus the same period last year. The increase was primarily due to incremental depreciation of capital expenditures related to the opening of 39 new Company-operated Shacks between September 27, 2023 and September 25, 2024.

Depreciation and amortization expense for the thirty-nine weeks ended September 25, 2024 increased 14.9% to \$76.7 million versus the same period last year. The increase was primarily due to the aforementioned item as well as incremental depreciation of technology projects placed into service.

Pre-Opening Costs

Pre-opening costs consist primarily of occupancy, manager and team member wages, cookware, travel and lodging costs for our opening training team and other supporting team members, marketing expenses, legal fees and inventory costs incurred prior to the opening of a Shack. All such costs incurred prior to the opening of a Company-operated Shack are expensed in the period in which the expense was incurred. Pre-opening costs can fluctuate significantly from period to period, based on the number and timing of Company-operated Shack openings and the specific pre-opening costs incurred for each Company-operated Shack. Additionally, Company-operated Shack openings in new geographic markets may initially experience higher pre-opening costs than our established geographic markets, such as the New York City metropolitan area, where we have greater economies of scale and incur lower travel and lodging costs for our training team.

	Thirteen Weeks Ended		Thirty-Nine Weeks Ended	
	September 25 2024	September 27 2023	September 25 2024	September 27 2023
<i>(dollar amounts in thousands)</i>				
Pre-opening costs	\$ 3,662	\$ 4,969	\$ 10,429	\$ 14,103
Percentage of Total revenue	1.2 %	1.8 %	1.1 %	1.8 %
Dollar change compared to prior year	\$ (1,307)		\$ (3,674)	
Percentage change compared to prior year	(26.3)%		(26.1)%	

Pre-opening costs for the thirteen weeks ended September 25, 2024 decreased 26.3% to \$3.7 million versus the same period last year. Pre-opening costs for the thirty-nine weeks ended September 25, 2024 decreased 26.1% to \$10.4 million versus the same period last year. The decreases for the thirteen and thirty-nine weeks ended September 25, 2024 were primarily due to reductions in wages and team costs as we standardize the training process for unopened Shacks as well as reductions in legal costs compared to the prior year period.

Impairments, loss on disposal of assets, and Shack closures

Impairments, loss on disposal of assets, and Shack closures primarily consists of the net book value of assets that have been retired which primarily consists of furniture, equipment and fixtures that were replaced in the normal course of business; impairment charges related to our long-lived assets, which includes property and equipment, as well as operating and finance lease assets; and miscellaneous Shack closure expenses, including employee-related costs, cleaning, and sign removal costs.

	Thirteen Weeks Ended		Thirty-Nine Weeks Ended	
	September 25 2024	September 27 2023	September 25 2024	September 27 2023
<i>(dollar amounts in thousands)</i>				
Impairments, loss on disposal of assets, and Shack closures	\$ 29,086	\$ 492	\$ 30,657	\$ 2,098
Percentage of Total revenue	9.2 %	0.2 %	3.3 %	0.3 %
Dollar change compared to prior year	\$ 28,594		\$ 28,559	

Impairments, loss on disposal of assets, and Shack closures for the thirteen and thirty-nine weeks ended September 25, 2024 increased to \$29.1 million and \$30.7 million, respectively. The increases for the thirteen and thirty-nine weeks ended September 25, 2024 were primarily due to expenses related to the closure of nine Company-operated Shacks in August 2024.

Other Income, Net

Other income, net consists primarily of interest income, adjustments to liabilities under the Tax Receivable Agreement, dividend income and net unrealized and realized gains and losses from marketable securities.

	Thirteen Weeks Ended		Thirty-Nine Weeks Ended	
	September 25 2024	September 27 2023	September 25 2024	September 27 2023
<i>(dollar amounts in thousands)</i>				
Other income, net	\$ 3,504	\$ 3,441	\$ 10,010	\$ 9,505
Percentage of Total revenue	1.1 %	1.2 %	1.1 %	1.2 %
Dollar change compared to prior year	\$ 63		\$ 505	
Percentage change compared to prior year	1.8 %		5.3 %	

Other income, net for the thirteen weeks ended September 25, 2024 increased to \$3.5 million from \$3.4 million. Other income, net for the thirty-nine weeks ended September 25, 2024 increased to \$10.0 million from \$9.5 million. The increases for the thirteen and thirty-nine weeks ended September 25, 2024 were primarily due to increases in income from investments.

Interest Expense

Interest expense generally consists of interest on the current portion of our liabilities under the Tax Receivable Agreement, imputed interest related to our financing equipment leases, amortization of deferred financing costs, interest and fees on our Revolving Credit Facility and amortization of debt issuance costs.

	Thirteen Weeks Ended		Thirty-Nine Weeks Ended	
	September 25 2024	September 27 2023	September 25 2024	September 27 2023
<i>(dollar amounts in thousands)</i>				
Interest expense	\$ (498)	\$ (433)	\$ (1,533)	\$ (1,241)
Percentage of Total revenue	(0.2)%	(0.2)%	(0.2)%	(0.2)%
Dollar change compared to prior year	\$ (65)		\$ (292)	
Percentage change compared to prior year	15.0 %		23.5 %	

Interest expense for the thirteen weeks ended September 25, 2024 increased 15.0% to \$0.5 million versus the same period last year. The increase for the thirteen weeks ended September 25, 2024 was primarily due to increased finance lease charges from the opening of 39 new Company-operated Shacks between September 27, 2023 and September 25, 2024 as well as an increase in various sales tax audit assessment charges.

Interest expense for the thirty-nine weeks ended September 25, 2024 increased 23.5% to \$1.5 million versus the same period last year. The increase for the thirty-nine weeks ended September 25, 2024 was primarily due to increased finance lease charges from the opening of 39 new Company-operated Shacks between September 27, 2023 and September 25, 2024.

Income Tax Expense (Benefit)

We are the sole managing member of SSE Holdings and, as a result, consolidate the financial results of SSE Holdings. SSE Holdings is treated as a partnership for U.S. federal and most applicable state and local income tax purposes. As a partnership, SSE Holdings is not subject to U.S. federal and certain state and local income taxes. Any taxable income or loss generated by SSE Holdings is passed through to and included in the taxable income or loss of its members, including us, on a pro rata basis.

We are subject to U.S. federal income taxes, in addition to state and local income taxes with respect to our allocable share of any taxable income or loss of SSE Holdings, as well as any stand-alone income or loss generated by us. We are also subject to withholding taxes in foreign jurisdictions.

	Thirteen Weeks Ended		Thirty-Nine Weeks Ended	
	September 25 2024	September 27 2023	September 25 2024	September 27 2023
<i>(dollar amounts in thousands)</i>				
Income tax expense (benefit)	\$ (3,873)	\$ 529	\$ (182)	\$ 1,743
Percentage of Total revenue	(1.2)%	0.2 %	— %	0.2 %
Dollar change compared to prior year	\$ (4,402)		\$ (1,925)	
Percentage change compared to prior year	(832.1)%		(110.4)%	

Our effective income tax rates for the thirteen weeks ended September 25, 2024 and September 27, 2023 were 25.9% and 6.1%, respectively. The increase was primarily driven by a decline in pre-tax income and consistent non-deductible expenses, which together contributed to the higher effective rate. Our effective income tax rates for the thirty-nine weeks ended September 25, 2024 and September 27, 2023 were (13.9)% and 11.3%, respectively. The decrease was primarily driven by a decline in pre-tax income (loss) and higher tax credits applied against our estimated income tax liability, leading to a year-to-date tax benefit. The Company's ownership interest in SSE Holdings is directly related to its share of the taxable income of SSE Holdings. Our weighted average ownership interest in SSE Holdings was 94.2% and 93.3%, respectively, for the thirteen weeks ended September 25, 2024 and September 27, 2023, and 93.7% and 93.3%, respectively, for the thirty-nine weeks ended September 25, 2024 and September 27, 2023. These increases in the Company's ownership interest in SSE Holdings LLC increased its share of the taxable income (loss) of SSE Holdings.

Net Income (Loss) Attributable to Non-Controlling Interests

We are the sole managing member of SSE Holdings and have the sole voting power in, and control the management of, SSE Holdings. Accordingly, we consolidate the financial results of SSE Holdings and report a non-controlling interest on our Condensed Consolidated Statements of Income (Loss), representing the portion of net income (loss) attributable to the other members of SSE Holdings. The Third Amended and Restated Limited Liability Company Agreement of SSE Holdings provides that holders of LLC Interests may, from time to time, require SSE Holdings to redeem all or a portion of their LLC Interests for newly-issued shares of Class A common stock on a one-for-one basis. In connection with any redemption or exchange, we will receive a corresponding number of LLC Interests, increasing our total ownership interest in SSE Holdings. The weighted average ownership percentages for the applicable reporting periods are used to attribute net income (loss) and other comprehensive income (loss) to Shake Shack Inc. and the non-controlling interest holders.

	Thirteen Weeks Ended		Thirty-Nine Weeks Ended	
	September 25 2024	September 27 2023	September 25 2024	September 27 2023
<i>(dollar amounts in thousands)</i>				
Net income (loss) attributable to non-controlling interests	\$ (898)	\$ 509	\$ (10)	\$ 696
Percentage of Total revenue	(0.3)%	0.2 %	— %	0.1 %

Net income (loss) attributable to non-controlling interests for the thirteen weeks ended September 25, 2024 declined to a loss of \$0.9 million from income of \$0.5 million in the same period last year. Net income (loss) attributable to non-controlling interests for the thirty-nine weeks ended September 25, 2024 declined to nil from \$0.7 million in the same period last year. The declines in Net income (loss) attributable to non-controlling interests for the thirteen and thirty-nine weeks ended September 25, 2024 were primarily due to decreases in net results compared to the same periods last year, partially offset by a decrease in the non-controlling interest holders' weighted average ownership, which was 5.8% and 6.3%, respectively, for the thirteen and thirty-nine weeks ended September 25, 2024 and 6.7% for the thirteen and thirty-nine weeks ended September 27, 2023.

NON-GAAP FINANCIAL MEASURES

To supplement the Condensed Consolidated Financial Statements, which are prepared and presented in accordance with accounting principles generally accepted in the United States of America ("GAAP"), we use the following non-GAAP financial measures: Restaurant-level profit, Restaurant-level profit margin, EBITDA, adjusted EBITDA, adjusted EBITDA margin, adjusted pro forma net income and adjusted pro forma earnings per fully exchanged and diluted share (collectively the "non-GAAP financial measures").

Restaurant-Level Profit

Restaurant-level profit, formerly referred to as Shack-level operating profit, is defined as Shack sales less Shack-level operating expenses which include Food and paper costs, Labor and related expenses, Other operating expenses and Occupancy and related expenses.

How This Measure Is Useful

When used in conjunction with GAAP financial measures, Restaurant-level profit and Restaurant-level profit margin are supplemental measures of operating performance that we believe are useful measures to evaluate the performance and profitability of our Shacks. Additionally, Restaurant-level profit and Restaurant-level profit margin are key metrics used internally by our management to develop internal budgets and forecasts, as well as assess the performance of our Shacks relative to budget and against prior periods. It is also used to evaluate team member compensation as it serves as a metric in certain of our performance-based team member bonus arrangements. We believe the presentation of Restaurant-level profit and Restaurant-level profit margin provides investors with a supplemental view of our operating performance that can provide meaningful insights to the underlying operating performance of our Shacks, as these measures depict the operating results that are directly impacted by our Shacks and exclude items that may not be indicative of, or are unrelated to, the ongoing operations of our Shacks. It may also assist investors to evaluate our performance relative to peers of various sizes and maturities and provides greater transparency with respect to how our management evaluates our business, as well as our financial and operational decision-making.

Limitations of the Usefulness of this Measure

Restaurant-level profit and Restaurant-level profit margin may differ from similarly titled measures used by other companies due to different methods of calculation. Presentation of Restaurant-level profit and Restaurant-level profit margin is not intended to be considered in isolation or as a substitute for, or superior to, the financial information prepared and presented in accordance with GAAP. Restaurant-level profit excludes certain costs, such as General and administrative expenses and Pre-opening costs, which are considered normal, recurring cash operating expenses and are essential to support the operation and development of our Shacks. Therefore, this measure may not provide a complete understanding of the operating results of our Company as a whole and Restaurant-level profit and Restaurant-level profit margin should be reviewed in conjunction with our GAAP financial results. A reconciliation of Restaurant-level profit to Income (loss) from operations, the most directly comparable GAAP financial measure, is as follows.

	Thirteen Weeks Ended		Thirty-Nine Weeks Ended	
	September 25 2024	September 27 2023	September 25 2024	September 27 2023
<i>(dollar amounts in thousands)</i>				
Income (loss) from operations	\$ (17,988)	\$ 5,657	\$ (7,172)	\$ 7,216
Less:				
Licensing revenue	12,027	11,227	32,995	30,246
Add:				
General and administrative expenses	35,691	30,939	107,948	93,726
Depreciation and amortization expense	25,722	23,130	76,659	66,704
Pre-opening costs	3,662	4,969	10,429	14,103
Impairments, loss on disposal of assets, and Shack closures	29,086	492	30,657	2,098
Adjustment:				
Employee benefit charges ⁽¹⁾	8	—	453	—
Restaurant-level profit	\$ 64,154	\$ 53,960	\$ 185,979	\$ 153,601
Total revenue	\$ 316,924	\$ 276,207	\$ 923,924	\$ 801,290
Less: Licensing revenue	12,027	11,227	32,995	30,246
Shack sales	\$ 304,897	\$ 264,980	\$ 890,929	\$ 771,044
Restaurant-level profit margin ⁽²⁾	21.0 %	20.4 %	20.9 %	19.9 %

(1) Expenses related to California healthcare charges for fiscal 2020 through 2023 which do not represent fiscal 2024 Labor and related expenses.

(2) As a percentage of Shack sales.

EBITDA and Adjusted EBITDA

EBITDA is defined as Net income (loss) before Interest expense (net of interest income), Income tax expense (benefit) and Depreciation and amortization expense. Adjusted EBITDA is defined as EBITDA (as defined above) excluding equity-based compensation expense, Impairments, loss on disposal of assets, and Shack closures, amortization of cloud-based software implementation costs, as well as certain non-recurring items that we do not believe directly reflect our core operations and may not be indicative of our recurring business operations.

How These Measures Are Useful

When used in conjunction with GAAP financial measures, EBITDA and adjusted EBITDA are supplemental measures of operating performance that we believe are useful measures to facilitate comparisons to historical performance and competitors' operating results. Adjusted EBITDA is a key metric used internally by our management to develop internal budgets and forecasts and also serves as a metric in our performance-based equity incentive programs and certain of our bonus arrangements. We believe presentation of EBITDA and adjusted EBITDA provides investors with a supplemental view of our operating performance that facilitates analysis and comparisons of our ongoing business operations because they exclude items that may not be indicative of our ongoing operating performance.

Limitations of the Usefulness of These Measures

EBITDA and adjusted EBITDA may differ from similarly titled measures used by other companies due to different methods of calculation. Presentation of EBITDA and adjusted EBITDA is not intended to be considered in isolation or as a substitute for, or superior to, the financial information prepared and presented in accordance with GAAP. EBITDA and adjusted EBITDA exclude certain normal recurring expenses. Therefore, these measures may not provide a complete understanding of our performance and should be reviewed in conjunction with our GAAP financial measures. A reconciliation of EBITDA and adjusted EBITDA to Net income (loss), the most directly comparable GAAP measure, is as follows.

	Thirteen Weeks Ended		Thirty-Nine Weeks Ended	
	September 25 2024	September 27 2023	September 25 2024	September 27 2023
<i>(dollar amounts in thousands)</i>				
Net income (loss)	\$ (11,109)	\$ 8,136	\$ 1,487	\$ 13,737
Depreciation and amortization expense	25,722	23,130	76,659	66,704
Interest expense, net	442	(845)	810	(164)
Income tax expense (benefit)	(3,873)	529	(182)	1,743
EBITDA	11,182	30,950	78,774	82,020
Equity-based compensation	4,158	3,691	11,539	11,425
Amortization of cloud-based software implementation costs	529	440	1,577	1,320
Impairments, loss on disposal of assets, and Shack closures	29,086	492	30,657	2,098
Restatement costs ⁽¹⁾	1	—	1,600	—
CEO transition costs	53	—	641	—
Employee benefit charges ⁽²⁾	8	—	453	—
Legal settlements ⁽³⁾	—	—	—	1,004
Severance	—	211	—	211
Other ⁽⁴⁾	774	—	3,644	2,321
Adjusted EBITDA	\$ 45,791	\$ 35,784	\$ 128,885	\$ 100,399
Adjusted EBITDA margin⁽⁵⁾	14.4 %	13.0 %	13.9 %	12.5 %

(1) Expenses incurred related to the restatement of prior periods in the 2023 Form 10-K.

(2) Expenses related to California healthcare charges for fiscal 2020 through 2023 which do not represent fiscal 2024 Labor and related expenses.

(3) Expenses incurred to establish accruals related to the settlements of legal matters.

(4) Expenses incurred for professional fees related to non-recurring matters.

(5) Calculated as a percentage of Total revenue, which was \$316.9 million and \$923.9 million for the thirteen and thirty-nine weeks ended September 25, 2024, respectively, and \$276.2 million and \$801.3 million for the thirteen and thirty-nine weeks ended September 27, 2023, respectively.

Adjusted Pro Forma Net Income and Adjusted Pro Forma Earnings Per Fully Exchanged and Diluted Share

Adjusted pro forma net income represents Net income (loss) attributable to Shake Shack Inc. assuming the full exchange of all outstanding SSE Holdings, LLC membership interests ("LLC Interests") for shares of Class A common stock, adjusted for certain non-recurring items that we do not believe are directly related to our core operations and may not be indicative of our recurring business operations. Adjusted pro forma earnings per fully exchanged and diluted share is calculated by dividing adjusted pro forma net income by the weighted average shares of Class A common stock outstanding, assuming the full exchange of all outstanding LLC Interests, after giving effect to the dilutive effect of outstanding equity-based awards.

How These Measures Are Useful

When used in conjunction with GAAP financial measures, adjusted pro forma net income and adjusted pro forma earnings per fully exchanged and diluted share are supplemental measures of operating performance that we believe are useful measures to evaluate our performance period over period and relative to our competitors. By assuming the full exchange of all outstanding LLC Interests, we believe these measures facilitate comparisons with other companies that have different organizational and tax structures, as well as comparisons period over period because it eliminates the effect of any changes in Net income (loss) attributable to Shake Shack Inc. driven by increases in our ownership of SSE Holdings, which are unrelated to our operating performance, and excludes items that are non-recurring or may not be indicative of our ongoing operating performance.

Limitations of the Usefulness of These Measures

Adjusted pro forma net income and adjusted pro forma earnings per fully exchanged and diluted share may differ from similarly titled measures used by other companies due to different methods of calculation. Presentation of adjusted pro forma net income and adjusted pro forma earnings per fully exchanged and diluted share should not be considered alternatives to Net income (loss) and earnings (loss) per share, as determined under GAAP. While these measures are useful in evaluating our performance, they do not account for the earnings attributable to the non-controlling interest holders and therefore do not provide a complete understanding of the Net income (loss) attributable to Shake Shack Inc. Adjusted pro forma net income and adjusted pro forma earnings per fully exchanged and diluted share should be evaluated in conjunction with our GAAP financial results. A reconciliation of adjusted pro forma net income to Net income (loss) attributable to Shake Shack Inc., the most directly comparable GAAP measure, and the computation of adjusted pro forma earnings per fully exchanged and diluted share are set forth below.

	Thirteen Weeks Ended		Thirty-Nine Weeks Ended	
	September 25 2024	September 27 2023	September 25 2024	September 27 2023
<i>(in thousands, except per share amounts)</i>				
Numerator:				
Net income (loss) attributable to Shake Shack Inc.	\$ (10,211)	\$ 7,627	\$ 1,497	\$ 13,041
Adjustments:				
Reallocation of Net income (loss) attributable to non-controlling interests from the assumed exchange of LLC Interests ⁽¹⁾	(898)	509	(10)	696
Impairment charge and Shack closures ⁽²⁾	28,157	—	28,157	—
Restatement costs ⁽³⁾	1	—	1,600	—
CEO transition costs	53	—	641	—
Employee benefit charges ⁽⁴⁾	8	—	453	—
Legal settlements	—	—	—	1,004
Severance	—	211	—	211
Other ⁽⁵⁾	774	—	3,644	2,321
Tax impact of above adjustments ⁽⁶⁾	(6,725)	(810)	(7,054)	(2,146)
Adjusted pro forma net income	\$ 11,159	\$ 7,537	\$ 28,928	\$ 15,127
Denominator:				
Weighted average shares of Class A common stock outstanding—diluted	40,010	43,978	44,163	43,884
Adjustments:				
Assumed exchange of LLC Interests for shares of Class A common stock ⁽¹⁾	2,466	—	—	—
Dilutive effect of equity awards	278	—	—	—
Dilutive effect of convertible notes	1,467	—	—	—
Adjusted pro forma fully exchanged weighted average shares of Class A common stock outstanding—diluted	44,221	43,978	44,163	43,884
Adjusted pro forma earnings per fully exchanged share—diluted	\$ 0.25	\$ 0.17	\$ 0.66	\$ 0.34

	Thirteen Weeks Ended		Thirty-Nine Weeks Ended	
	September 25 2024	September 27 2023	September 25 2024	September 27 2023
Earnings (loss) per share of Class A common stock—diluted	\$ (0.26)	\$ 0.19	\$ 0.03	\$ 0.31
Non-GAAP adjustments ⁽⁷⁾	0.52	(0.02)	0.63	0.03
Dilutive effect of convertible notes	(0.01)	—	—	—
Adjusted pro forma earnings per fully exchanged share—diluted	\$ 0.25	\$ 0.17	\$ 0.66	\$ 0.34

(1) Assumes the exchange of all outstanding LLC Interests for shares of Class A common stock, resulting in the elimination of the non-controlling interest and recognition of the net income attributable to non-controlling interests. Refer to Note 11, Earnings (Loss) per Share, in the accompanying Condensed Consolidated Financial Statements, for additional information.

(2) Expenses incurred related to Shack closures during fiscal 2024.

(3) Expenses incurred related to the restatement of prior periods in the 2023 Form 10-K.

(4) Expenses related to California healthcare charges for fiscal 2020 through 2023 which do not represent fiscal 2024 Labor and related expenses.

(5) Expenses incurred for professional fees related to non-recurring matters.

(6) Represents the tax effect of the aforementioned adjustments and pro forma adjustments to reflect corporate income taxes at assumed effective tax rates of 20.4% and 19.2% for the thirteen and thirty-nine weeks ended September 25, 2024, respectively, and 15.1% and 20.5% for the thirteen and thirty-nine weeks ended September 27, 2023, respectively. Amounts include provisions for U.S. federal income taxes, certain LLC entity-level taxes and foreign withholding taxes, assuming the highest statutory rates apportioned to each applicable state, local and foreign jurisdiction.

(7) Represents the per share impact of non-GAAP adjustments for each period. Refer to the reconciliation of Adjusted pro forma net income above, for additional information.

LIQUIDITY AND CAPITAL RESOURCES

Sources and Uses of Cash

Our primary sources of liquidity are cash from operations, cash and cash equivalents on hand, short-term investments and availability under our Revolving Credit Facility. As of September 25, 2024, we maintained a Cash and cash equivalents balance of \$310.9 million. In March 2021, we issued 0% Convertible Senior Notes ("Convertible Notes"), and received \$243.8 million of proceeds, net of discounts. Refer to Note 6, Debt, in the accompanying Condensed Consolidated Financial Statements, for additional information.

On June 6, 2024, we filed a Registration Statement on Form S-3 with the SEC which permits us to issue a combination of securities described in the prospectus in one or more offerings from time to time. To date, we have not experienced difficulty accessing the capital markets; however, future volatility in the capital markets may affect our ability to access those markets or increase the costs associated with issuing debt or equity instruments.

Our primary requirements for liquidity are to fund our working capital needs, operating and finance lease obligations, capital expenditures and general corporate needs. Our requirements for working capital are generally not significant because our guests pay for their food and beverage purchases in cash or on debit or credit cards at the time of the sale and we are able to sell many of our inventory items before payment is due to the supplier of such items. Our ongoing capital expenditures are principally related to opening new Shacks, existing Shack capital investments (both for remodels and maintenance), as well as investments in our corporate technology infrastructure to support our home office, Shake Shack locations, and digital strategy.

In addition, we are obligated to make payments to certain members of SSE Holdings under the Tax Receivable Agreement. As of September 25, 2024, such obligations totaled \$247.8 million. Amounts payable under the Tax Receivable Agreement are contingent upon, among other things, (i) generation of future taxable income over the term of the Tax Receivable Agreement and (ii) future changes in tax laws. If we do not generate sufficient taxable income in the aggregate over the term of the Tax Receivable Agreement to utilize the tax benefits, then we would not be required to make the related payments under the Tax Receivable Agreement. Although the amount of any payments that must be made under the Tax Receivable Agreement may be significant, the timing of these payments will vary and will generally be limited to one payment per member per year. The amount of such payments are also limited to the extent we utilize the related deferred tax assets. The payments that we are required to make will generally reduce the amount of overall cash flow that might have otherwise been available to us or to SSE Holdings, but we expect the cash tax savings we will realize from the utilization of the related deferred tax assets to fund the required payments.

We believe our existing cash and cash equivalents balances and cash from operations will be sufficient to fund our operating and finance lease obligations, capital expenditures, Tax Receivable Agreement obligations and working capital needs for at least the next 12 months.

Summary of Cash Flows

The following table presents a summary of our cash flows from operating, investing and financing activities.

	Thirty-Nine Weeks Ended	
	September 25 2024	September 27 2023
<i>(in thousands)</i>		
Net cash provided by operating activities	\$ 126,072	\$ 90,591
Net cash used in investing activities	(31,381)	(126,264)
Net cash used in financing activities	(8,480)	(4,825)
Effect of exchange rate changes on cash and cash equivalents	1	(3)
Net increase (decrease) in Cash and cash equivalents	86,212	(40,501)
Cash and cash equivalents at beginning of period	224,653	230,521
Cash and cash equivalents at end of period	\$ 310,865	\$ 190,020

Operating Activities

For the thirty-nine weeks ended September 25, 2024, net cash provided by operating activities was \$126.1 million compared to \$90.6 million for the thirty-nine weeks ended September 27, 2023, an increase of \$35.5 million. The increase was primarily driven by a \$21.8 million improvement in net results after excluding non-cash charges as well as changes in working capital of \$13.7 million. The changes in working capital included an increase in liabilities related to marketing promotions and a change in the timing and payments related to accruals, partially offset by an increase in payments on lease liabilities due to the opening of 30 net new Company-operated Shacks between September 27, 2023 and September 25, 2024 and higher base rent.

Investing Activities

For the thirty-nine weeks ended September 25, 2024, net cash used in investing activities was \$31.4 million compared to net cash used in investing activities of \$126.3 million for the thirty-nine weeks ended September 27, 2023, a decrease of \$94.9 million. The decrease was primarily due to a net increase in marketable securities activity of \$163.4 million, due to the timing of purchases and maturities of held-to-maturity securities in fiscal 2023 and 2024, partially offset by the sale of equity securities of \$81.5 million in the prior year.

Financing Activities

For the thirty-nine weeks ended September 25, 2024, net cash used in financing activities was \$8.5 million compared to \$4.8 million for the thirty-nine weeks ended September 27, 2023, an increase of \$3.7 million. This increase was primarily due to an increase in withholding taxes related to net settled equity awards.

Convertible Notes

In March 2021, we issued \$250.0 million aggregate principal amount of 0% Convertible Senior Notes due 2028 in a private placement to qualified institutional buyers pursuant to Rule 144A under the Securities Act of 1933. The Convertible Notes will mature on March 1, 2028, unless earlier converted, redeemed or repurchased in certain circumstances. Upon conversion, we pay or deliver, as the case may be, cash, shares of Class A common stock or a combination of cash and shares of Class A common stock, at our election. Refer to Note 6, Debt, in the accompanying Condensed Consolidated Financial Statements, for additional information.

Revolving Credit Facility

In August 2019, we entered into a Revolving Credit Facility, which matures in March 2026 and permits borrowings up to \$50.0 million, with the ability to increase available borrowings up to an additional \$100.0 million, subject to satisfaction of certain conditions. The Revolving Credit Facility also permits the issuance of letters of credit upon our request of up to \$15.0 million.

In June 2023, the Company entered into the fourth amendment to the Revolving Credit Facility ("Fourth Amendment"), which, among other things, modified the benchmark interest rate to either: (i) the base rate plus applicable margin ranging from 0.0% to 1.5% or (ii) the Secured Overnight Financing Rate ("SOFR") plus applicable margin ranging from 1.0% to 2.5%, in each case depending on the net lease adjusted leverage ratio. As of September 25, 2024 and December 27, 2023, no amounts were outstanding under the Revolving Credit Facility.

The obligations under the Revolving Credit Facility are secured by a first-priority security interest in substantially all of the assets of SSE Holdings and the guarantors. The obligations under the Revolving Credit Facility are guaranteed by each of SSE Holdings' direct and indirect subsidiaries, with certain exceptions.

The Revolving Credit Facility requires us to comply with maximum net lease adjusted leverage and minimum fixed charge coverage ratios, as well as other customary affirmative and negative covenants. As of September 25, 2024, we were in compliance with all covenants.

Contractual Obligations

Material contractual obligations arising in the normal course of business primarily consist of operating and finance lease obligations, long-term debt, liabilities under the Tax Receivable Agreement and purchase obligations. The timing and nature of these commitments are expected to have an impact on our liquidity and capital requirements in future periods. Refer to Note 6, Debt and Note 7, Leases, in the accompanying Condensed Consolidated Financial Statements included in Part I, Item 1 for additional information relating to our long-term debt and operating and financing leases.

Liabilities under the Tax Receivable Agreement include amounts to be paid to the non-controlling interest holders, assuming we will have sufficient taxable income over the term of the Tax Receivable Agreement to utilize the related tax benefits. Refer to Note 10, Income Taxes, in the accompanying Condensed Consolidated Financial Statements included in Part I, Item 1, for additional information relating to our Tax Receivable Agreement and related liabilities.

Purchase obligations include all legally binding contracts, including commitments for the purchase, construction or remodeling of real estate and facilities, firm minimum commitments for inventory purchases, equipment purchases, marketing-related contracts, software acquisition/license commitments and service contracts. The majority of our purchase obligations are due within the next 12 months.

CRITICAL ACCOUNTING POLICIES AND ESTIMATES

Our discussion and analysis of our consolidated financial condition and results of operations is based upon the accompanying Condensed Consolidated Financial Statements and notes thereto, which have been prepared in accordance with GAAP. The preparation of the Condensed Consolidated Financial Statements requires us to make estimates, judgments and assumptions, which we believe to be reasonable, based on the information available. These estimates and assumptions affect the reported amounts of assets, liabilities, revenues and expenses, and related disclosures of contingent assets and liabilities. Variances in the estimates or assumptions used to actual experience could yield materially different accounting results. On an ongoing basis, we evaluate the continued appropriateness of our accounting policies and resulting estimates to make adjustments we consider appropriate under the facts and circumstances. There have been no significant changes to our critical accounting policies as disclosed in our Annual Report on Form 10-K for the fiscal year ended December 27, 2023.

Recently Issued Accounting Pronouncements

Refer to Note 2, Summary of Significant Accounting Policies under Part I, Item 1 of this Form 10-Q.

Item 3. Quantitative and Qualitative Disclosures About Market Risk.

There have been no material changes to our exposure to market risks as described in Part II, Item 7A of our Annual Report on Form 10-K for the fiscal year ended December 27, 2023.

Item 4. Controls and Procedures.

DISCLOSURE CONTROLS AND PROCEDURES

Under the supervision and with the participation of our management, including the Chief Executive Officer and Chief Financial Officer, we conducted an evaluation of the effectiveness of our disclosure controls and procedures (as such term is defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934 (the "Exchange Act")) as of the end of the period covered by this report. Our disclosure controls and procedures are designed to ensure that information required to be disclosed in the reports we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms and that such information is accumulated and communicated to management, including the Chief Executive Officer and Chief Financial Officer, to allow timely decisions regarding required disclosure.

Based upon the evaluation of our disclosure controls and procedures as of September 25, 2024, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were not effective due to the existence of the material weakness in our internal control over financial reporting identified in fiscal 2023, as described below.

PREVIOUSLY REPORTED MATERIAL WEAKNESS

As previously disclosed in Item 9A, “Controls and Procedures” on Form 10-K for the year ended December 27, 2023, management identified a material weakness in our internal control over financial reporting related to the calculation of state deferred taxes and the related income tax expense (benefit). Specifically, the internal controls in place with respect to the calculation of state deferred taxes and the related income tax expense (benefit) were not designed appropriately. The material weakness existed as of December 27, 2023 and prior periods.

Management identified and reported this weakness to both our audit committee and Ernst & Young LLP, our independent registered public accounting firm, immediately upon identification. A control system, no matter how well designed and operated, can provide only reasonable, not absolute, assurance that the control system’s objectives will be met. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues have been detected. The design of any system of controls is based in part on certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under potential future conditions, regardless of how remote.

REMEDATION STATUS OF MATERIAL WEAKNESS

We are designing and implementing measures to remediate the material weakness noted above and to enhance our internal control over financial reporting. As previously disclosed, we have established a Steering Committee with representatives from key departments within our Finance organization as well as representatives from IT and Securities Counsel and we have continued our remediation activities. We have hired a Head of Tax with over 20 years of tax leadership experience including working with Up-C structures, enhancing controls, processes, and tax technology. The new Head of Tax has completed an assessment of the tax function and has developed a strategy to enhance our tax technology and transformation. We continue to supplement our tax resources through the use of third-party tax consultants and intend to utilize the third-party tax consultants, under the supervision of management, throughout the remediation process. In addition, we are in the process of developing enhanced management review control procedures over the calculation of state deferred taxes and the related income tax expense (benefit). Additionally, we have begun executing our strategy with third-party tax consultants to enhance our tax process through the implementation of tax technology which we believe will strengthen our controls.

The actions that we are taking are subject to ongoing senior management review, as well as oversight of the audit committee of our board of directors. The material weakness cannot be considered remediated until the applicable remedial controls operate for a sufficient period of time and management has concluded, through testing, that these controls are operating effectively. We will continue to monitor the design and effectiveness of these and other processes, procedures and controls and make any further changes management deems appropriate.

CHANGES IN INTERNAL CONTROL OVER FINANCIAL REPORTING

Except as described above, there were no changes to our internal control over financial reporting that occurred during the quarter ended September 25, 2024 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II – OTHER INFORMATION

Item 1. Legal Proceedings.

The information required by this Item is incorporated by reference to Part I, Item 1, Note 13, Commitments and Contingencies.

Item 1A. Risk Factors.

There have been no material changes to the risk factors disclosed in the Company's Annual Report on Form 10-K for the fiscal year ended December 27, 2023.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds.

None.

Item 3. Defaults Upon Senior Securities.

None.

Item 5. Other Information.

(a) On August 2, 2024 the Company entered into amendments to the Employment Agreements for each of Robert Lynch and Stephanie Sentell, dated March 18, 2024 and June 20, 2024, respectively, copies of which are incorporated by reference to Exhibits 10.2 and 10.4 to the Quarterly Report on Form 10-Q filed on August 2, 2024. The amendments correct the maximum bonus opportunity payable to each of Mr. Lynch and Ms. Sentell, from two times their annual base salary to two times their target bonus opportunity, to reflect the previously agreed terms between the Company and the parties.

(b) Rule 10b5-1 Trading Plans

Pursuant to Item 408(a) of Regulation S-K, our directors and officers (as defined in Rule 16a-1(f) under the Exchange Act) adopted or terminated a "Rule 10b5-1 trading arrangement" during the thirteen weeks ended September 25, 2024 as follows:

Name	Position	Action	Adoption Date	Expiration Date	Aggregate Number of Securities to be Purchased/Sold
Katherine Fogertey	Chief Financial Officer	Adoption	9/6/2024	6/13/2025	22,041 shares to be sold ⁽¹⁾

(1) Includes 9,725 target shares that may be issued upon the vesting of performance based restrictive stock units at the maximum achievement of the performance targets.

Other than as disclosed above, no other officer or director adopted or terminated a “Rule 10b5-1 trading arrangement” or “non-Rule 10b5-1 trading arrangement,” as each term is defined in Item 408(a) of Regulation S-K.

Item 6. Exhibits.

Exhibit Number	Exhibit Description	Incorporated by Reference			Filed Herewith
		Form	Exhibit	Filing Date	
3.1	Amended and Restated Certificate of Incorporation of Shake Shack Inc., effective February 4, 2015	8-K	3.1	2/10/2015	
3.2	Second Amended and Restated Bylaws of Shake Shack Inc., dated October 1, 2019	8-K	3.1	10/4/2019	
4.1	Form of Class A Common Stock Certificate	S-1/A	4.1	1/28/2015	
10.1	Employment Agreement, dated March 18, 2024, effective May 20, 2024, by and among Robert Lynch, Shake Shack Inc., SSE Holdings, LLC, and Shake Shack Enterprises, LLC	8-K	10.1	3/21/2024	
10.2	Amendment No. 1, made August 2, 2024, to the Employment Agreement, dated March 18, 2024, effective May 20, 2024, by and among Robert Lynch, Shake Shack Inc., SSE Holdings, LLC, and Shake Shack Enterprises, LLC	10-Q	10.2	8/02/2024	
10.3	Employment Agreement, dated June 20, 2024, effective July 1, 2024, by and among Stephanie Sentell, Shake Shack Inc., SSE Holdings, LLC, and Shake Shack Enterprises, LLC	8-K	10.1	6/21/2024	
10.4	Amendment No. 1, made August 2, 2024, to the Employment Agreement, dated June 20, 2024, effective July 1, 2024, by and among Stephanie Sentell, Shake Shack Inc., SSE Holdings, LLC, and Shake Shack Enterprises, LLC	10-Q	10.4	8/02/2024	
10.5	Shake Shack Inc. Amended and Restated 2025 Incentive Award Plan	8-K	10.1	6/13/2024	
31.1	Certification of the Principal Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002				*
31.2	Certification of the Principal Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002				*
32	Certification of Principal Executive Officer and Principal Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002				#
101.INS	XBRL Instance Document - the instance document does not appear in the interactive data file because its XBRL tags are embedded within the Inline XBRL document				*
101.SCH	XBRL Taxonomy Extension Schema Document				*
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document				*
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document				*
101.LAB	XBRL Taxonomy Extension Label Linkbase Document				*
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document				*
104	Cover Page Interactive Data File - the cover page interactive data file does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document				*

Furnished herewith.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Shake Shack Inc.
(Registrant)

Date: October 31, 2024

By: /s/ Robert Lynch
Robert Lynch
Chief Executive Officer
(Principal Executive Officer and Duly Authorized Officer)

Date: October 31, 2024

By: /s/ Katherine I. Fogertey
Katherine I. Fogertey
Chief Financial Officer
(Principal Financial Officer and Duly Authorized Officer)

Certification Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

I, Robert Lynch, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q for the quarterly period ended September 25, 2024 of Shake Shack Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: October 31, 2024

/s/ Robert Lynch

Robert Lynch

Chief Executive Officer

Certification Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

I, Katherine I. Fogertey, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q for the quarterly period ended September 25, 2024 of Shake Shack Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: October 31, 2024

/s/ Katherine I. Fogertey
Katherine I. Fogertey
Chief Financial Officer

**CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Quarterly Report on Form 10-Q of Shake Shack Inc. (the "Company"), for the quarterly period ended September 25, 2024, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), each of the undersigned officers of the Company certifies pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: October 31, 2024

/s/ Robert Lynch

Robert Lynch

Chief Executive Officer

Date: October 31, 2024

/s/ Katherine I. Fogertey

Katherine I. Fogertey

Chief Financial Officer